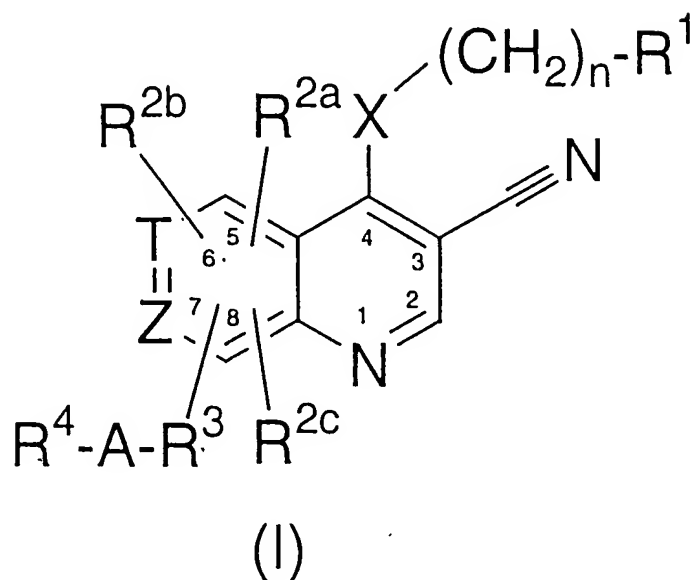


WHAT IS CLAIMED IS:

1. A compound of Formula (I) represented by the structure:



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wherein:

X is -NH- , $\text{-NR}^5\text{-}$, -O- , or $\text{-S(O)}_m\text{-}$;

n is an integer of 0 or 1;

10 m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

15 J is halogen;

A is $\text{-(C(R}^9\text{)}_2\text{)}_r\text{-}$, -C(O)- , $\text{-C(O)(C(R}^9\text{)}_2\text{)}_r\text{-}$, $\text{-(C(R}^9\text{)}_2\text{)}_r\text{C(O)-}$, -cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted

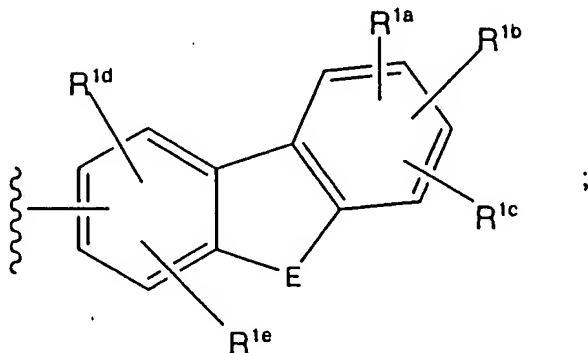
20 with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of

- 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q·, -S(O)_m(C(R⁹)₂)_q·, -NH(C(R⁹)₂)_q·, -NR¹⁰(C(R⁹)₂)_q·, -(C(R⁹)₂)_q·, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m·, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰·, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;
- a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -R⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -R⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q·, -S(O)_m(C(R⁹)₂)_q·, -NH(C(R⁹)₂)_q·, -NR¹⁰(C(R⁹)₂)_q·, -(C(R⁹)₂)_q·, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m·, -(C(R⁹)₂)_qNH-,

$-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic

- 5 heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein
- 15 Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



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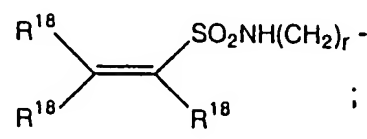
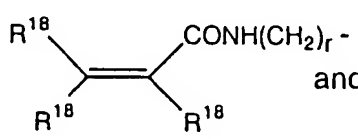
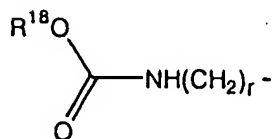
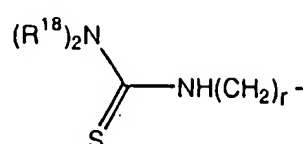
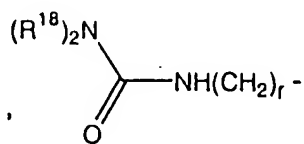
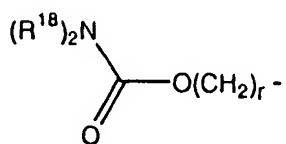
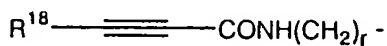
E is $-NH-$, $-NR^5-$, $-O-$, $-S(O)_m-$, $-C(O)-$, $-CH_2-$, $-CHR^5-$ or $-CR^5R^5-$;

Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally

containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a} , R^{1b} , R^{1c} , R^{1d} and R^{1e} are each, independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -R¹¹, -OR¹¹, -NHR¹¹ and -R⁶OC(O)Q;

R^{2a} , R^{2b} , and R^{2c} , are each, independently selected from -H, -aryl, -CH₂aryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -S(O)_mR⁵, -NH₂SO₂R⁵, -R¹¹, -OR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶SH, -R⁶S(O)_mR⁵, -OR⁷OH, -OR⁷OR⁵, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q, -G-(C(R⁹))₂-R¹², -(C(R⁹))₄-R¹²,



and

G is -NH-, -NR¹⁰-, -O- or -S(O)_m-;

R³ is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰, -(C(R⁹))₂-R¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂,

$-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and
 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or
more of $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$,
5 $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and
 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4
substituents which may be the same or different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$,
 $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$,
10 $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$,
 $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; a heteroaryl
ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2
heteroatoms which may be the same or different, selected from N, O and S where
the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may
15 be the same or different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane,
 $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$,
 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; a bicyclic heteroaryl ring
system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same
20 or different selected from N, O and S wherein the bicyclic heteroaryl ring system
may be optionally substituted with 1 to 4 substituents which may be the same or
different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$,
 $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$,
25 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$;

R^4 is selected from $-(\text{C}(\text{R}^9)_2)_r\text{H}$, optionally substituted with one or more of $-\text{R}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$,
30 $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$;
alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-\text{R}^{10}$,

$-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,

- 5 $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different

- 5 selected from $-H$, $-aryl$, $-CH_2aryl$, $-NHaryl$, $-Oaryl$, $-S(O)_maryl$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NH SO_2R^5$, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-R^6R^{12}$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$,
10 $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1
15 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-H$, $-aryl$, $-CH_2aryl$, $-NHaryl$, $-Oaryl$, $-S(O)_maryl$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$,
20 $-S(O)_mR^5$, $-NH SO_2R^5$, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-R^6R^{12}$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$,
25 $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4
heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4
30 substituents which may be the same or different selected from $-H$, $-aryl$, $-CH_2aryl$,

-NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂,
 -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵,
 -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶R¹²,
 -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,
 5 -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q;

10

R⁹ is independently -H, -F or -R⁵;

R¹⁰ is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

15

R¹¹ is a cycloalkyl group of 3 to 10 carbon atoms;

R¹² is -N(O)_n R¹³R¹⁴ or -N⁺(R¹⁰R¹³R¹⁴)J⁻;

provided that when R¹² is N(O)_n R¹³R¹⁴ and n is 1, R¹³ or R¹⁴ are not H;

20

R¹³ and R¹⁴ are independently selected from a group consisting of -H, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qaryl-R¹⁵, -(C(R⁹)₂)_qheteroaryl-R¹⁵, -(C(R⁹)₂)_qheterocyclyl-R¹⁵,
 -(C(R⁹)₂)_pOR¹⁶, -(C(R⁹)₂)_pNR¹⁶R¹⁷, -(C(R⁹)₂)_pS(O)_mR¹⁶, -(C(R⁹)₂)_pCO₂R¹⁶,
 -(C(R⁹)₂)_pC(O)NHR¹⁶ and -(C(R⁹)₂)_pC(O)R¹⁵; further provided that R¹³ and R¹⁴ may
 optionally be taken together with the nitrogen to which they are attached forming a
 25 heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either
 nitrogen or carbon by one or more selected from the group, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qarylR¹⁵, -(C(R⁹)₂)_qheteroarylR¹⁵, -(C(R⁹)₂)_qheterocyclylR¹⁵,
 -(C(R⁹)₂)_qCO₂R¹⁶, -(C(R⁹)₂)_qC(O)NHR¹⁶, and -(C(R⁹)₂)_qC(O)R¹⁵; or optionally
 substituted on carbon by -F, -(C(R⁷)₂)_qOR¹⁶, -(C(R⁷)₂)_qNR¹⁶R¹⁷, and

$-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$,
 $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of $-H$, $-R^5$, $-R^{11}$,
 5 $-(C(R^9)_2)_q\text{aryl}$,

$-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$,
 $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

10 R^{16} and R^{17} are independently selected from a group consisting of $-H$, $-R^5$, $-R^{11}$,
 $-(C(R^9)_2)_q\text{aryl}$, $-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_pOH$,
 $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$,
 $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$,
 $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

15 R^{18} is independently selected from the group consisting of $-H$, aryl , $-R^5$, $-R^6NH_2$,
 $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$,
 then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole,

20 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or
 alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$
 when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole,
 1,2,4-triazole, tetrazole or pyridine; and

25 c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene,
 furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or
 pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R⁴ is phenyl, then,

- a. R⁴ is not substituted by -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
-CONHR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁷)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ or
-(C(R⁹)₂)_qNH₂ or unsubstituted when R³ is thiophene, furan, thiazole,
imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and
- b. R¹³ and R¹⁴ are not independently alkyl of 1 to 3 carbon atoms when R³ is
thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole,
tetrazole or pyridine, wherein R⁴ is substituted by -(C(R⁹)₂)_sR¹² and s is
0 and R¹² is -NR¹³R¹⁴;

10 additionally provided that, when T and Z are carbon, then,

- a. carbon-8 is not substituted by -OH, -OR¹⁰, -SR¹⁰, or -OR¹¹ when carbon-5
is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-
membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein
the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via
carbon-2 of the imidazole, oxazole or thiazole ring; and
- b. carbon-8 is not substituted by -OH, -OR¹⁰, -SR¹⁰, or -OR¹¹ when X is -O-
and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a
pharmaceutically acceptable salt thereof.

20

2. The compound of claim 1, wherein X is -NH-, -NR⁵, or -O- or a
pharmaceutically acceptable salt thereof.

3. The compound of claim 1, wherein T and Z are carbon or a pharmaceutically acceptable salt thereof.
4. The compound of claim 1, wherein T is N and Z is carbon or a pharmaceutically acceptable salt thereof.
- 5 5. The compound of claim 1, wherein T is carbon and Z is N or a pharmaceutically acceptable salt thereof.
6. The compound of claim 1, wherein T and Z are carbon, n is 0 and X is -NH- or a pharmaceutically acceptable salt thereof.
7. The compound of claim 1, wherein T is carbon, n is 0 and Z is N and X is -NH-
10 or a pharmaceutically acceptable salt thereof.
8. The compound of claim 1, wherein T is N and Z is carbon, n is 0 and X is -NH- or a pharmaceutically acceptable salt thereof.
9. The compound of claim 1, wherein T and Z are carbon, n is 0, X is -NH- and R¹ is aryl or a pharmaceutically acceptable salt thereof.
- 15 10. The compound of claim 1, wherein T is carbon, Z is N, X is -NH-, n is 0 and R¹ is aryl or a pharmaceutically acceptable salt thereof.
11. The compound of claim 1, wherein T is N, Z is carbon, X is -NH-, n is 0 and R¹ is aryl or a pharmaceutically acceptable salt thereof.
12. The compound of claim 1, wherein:
20 X is -NH-;
n is 0;
R¹ is a phenyl ring optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q,
25 -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
30 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,

- R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-,
- 5 -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; or a pharmaceutically acceptable salt thereof.

13. The compound of claim 1, wherein:

T and Z are carbon;

- 10 X is -NH-;

n is 0;

- R¹ is a phenyl ring optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q,
- 15 -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q,
- 20 -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-,
- 25 -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; or a pharmaceutically acceptable salt thereof.

14. The compound of claim 1, wherein:

X is -NH-;

n is 0;

A is absent;

R¹ is a phenyl ring optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NH₂SO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; or a pharmaceutically acceptable salt thereof.

20

15. The compound of claim 1, wherein

X is -NH-;

T and Z are carbon;

n is 0;

25 A is absent;

R¹ is a phenyl ring optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH,

- $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,
 $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,
 $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,
 $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$,
5 $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$,
 $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups
wherein Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$,
 $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$,
 $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$,
10 $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3
to 10 carbon atoms;
or a pharmaceutically acceptable salt thereof.

16. The compound of claim 1 wherein:

- 15 T and Z are carbon;

X is $-NH-$;

n is 0;

- R^1 is a phenyl ring substituted with 1 to 4 substituents which may be the same or
different independently selected from H, -J, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$,
20 $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$,
 $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,
 $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,
 $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,
 $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,
25 $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$,
 $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$,
 $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups
wherein Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$,
 $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$.

$-\text{NH}(\text{C}(\text{R}^9)_2)_q$, $-\text{NR}^{10}(\text{C}(\text{R}^9)_2)_q$, $-(\text{C}(\text{R}^9)_2)_q$, $-(\text{C}(\text{R}^9)_2)_q\text{O}-$, $-(\text{C}(\text{R}^9)_2)_q\text{S}(\text{O})_m$,
 $-(\text{C}(\text{R}^9)_2)_q\text{NH}-$, $-(\text{C}(\text{R}^9)_2)_q\text{NR}^{10}-$, $-\text{C}\equiv\text{C}-$, *cis* and *trans* $-\text{CH}=\text{CH}-$ and cycloalkyl of 3
to 10 carbon atoms;

A is absent;

5 R^4 is $(\text{C}(\text{R}^9)_2)_r\text{H}$,

r is 0;

or a pharmaceutically acceptable salt thereof.

17. The compound of claim 1 wherein:

10 T and Z are carbon;

R^{2a} and R^{2b} are hydrogen;

R^{2c} is selected from $-\text{H}$, $-\text{J}$, $-\text{CF}_3$, $-\text{OCF}_3$, $-\text{R}^5$, $-\text{OR}^5$, $-\text{OR}^{11}$, $-\text{OR}^7\text{OH}$, $-\text{OR}^7\text{OR}^5$ and
 $-\text{S}(\text{O})_m\text{R}^5$;

X is $-\text{NH}-$;

15 n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same
or different independently selected from $-\text{H}$, $-\text{J}$, $-\text{NO}_2$, $-\text{NH}_2$, $-\text{OH}$, $-\text{SH}$, $-\text{CN}$, $-\text{N}_3$,
 $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NHC}(\text{O})\text{NH}_2$, $-\text{C}(\text{O})\text{H}$, $-\text{CF}_3$, $-\text{OCF}_3$, $-\text{R}^5$, $-\text{OR}^5$, $-\text{NHR}^5$, $-\text{Q}$,
 $-\text{S}(\text{O})_m\text{R}^5$, $-\text{NH}\text{SO}_2\text{R}^5$, $-\text{R}^6\text{OH}$, $-\text{R}^6\text{OR}^5$, $-\text{R}^6\text{NH}_2$, $-\text{R}^6\text{NHR}^5$, $-\text{R}^6\text{Q}$, $-\text{R}^6\text{SH}$,
20 $-\text{R}^6\text{S}(\text{O})_m\text{R}^5$, $-\text{NHR}^7\text{OH}$, $-\text{NHR}^7\text{OR}^5$, $-\text{N}(\text{R}^5)\text{R}^7\text{OH}$, $-\text{N}(\text{R}^5)\text{R}^7\text{OR}^5$, $-\text{NHR}^7\text{NH}_2$,
 $-\text{NHR}^7\text{NHR}^5$, $-\text{NHR}^7\text{Q}$, $-\text{N}(\text{R}^5)\text{R}^7\text{NH}_2$, $-\text{N}(\text{R}^5)\text{R}^7\text{NHR}^5$, $-\text{N}(\text{R}^5)\text{R}^7\text{Q}$, $-\text{OR}^7\text{OH}$,
 $-\text{OR}^7\text{OR}^5$, $-\text{OR}^7\text{NH}_2$, $-\text{OR}^7\text{NHR}^5$, $-\text{OR}^7\text{Q}$, $-\text{OC}(\text{O})\text{R}^5$, $-\text{NHC}(\text{O})\text{R}^5$, $-\text{NHC}(\text{O})\text{NHR}^5$,
 $-\text{OR}^6\text{C}(\text{O})\text{R}^5$, $-\text{NHR}^6\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{OR}^5$, $-\text{C}(\text{O})\text{NHR}^5$, $-\text{C}(\text{O})\text{Q}$, $-\text{R}^6\text{C}(\text{O})\text{H}$,
 $-\text{R}^6\text{C}(\text{O})\text{R}^5$, $-\text{R}^6\text{C}(\text{O})\text{OH}$, $-\text{R}^6\text{C}(\text{O})\text{OR}^5$, $-\text{R}^6\text{C}(\text{O})\text{NH}_2$, $-\text{R}^6\text{C}(\text{O})\text{NHR}^5$, $-\text{R}^6\text{C}(\text{O})\text{Q}$,
25 $-\text{R}^6\text{OC}(\text{O})\text{R}^5$, $-\text{R}^6\text{OC}(\text{O})\text{NH}_2$, $-\text{R}^6\text{OC}(\text{O})\text{NHR}^5$, $-\text{R}^6\text{OC}(\text{O})\text{Q}$ and YR^8 groups
wherein Y is independently selected from $-\text{C}(\text{O})-$, $-\text{C}(\text{O})\text{O}-$, $-\text{OC}(\text{O})-$, $-\text{C}(\text{O})\text{NH}-$,
 $-\text{NHC}(\text{O})-$, $-\text{NH}\text{SO}_2-$, $-\text{SO}_2\text{NH}-$, $-\text{C}(\text{OH})\text{H}-$, $-\text{O}(\text{C}(\text{R}^9)_2)_q$, $-\text{S}(\text{O})_m(\text{C}(\text{R}^9)_2)_q$,
 $-\text{NH}(\text{C}(\text{R}^9)_2)_q$, $-\text{NR}^{10}(\text{C}(\text{R}^9)_2)_q$, $-(\text{C}(\text{R}^9)_2)_q$, $-(\text{C}(\text{R}^9)_2)_q\text{O}-$, $-(\text{C}(\text{R}^9)_2)_q\text{S}(\text{O})_m$,

$-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;
or a pharmaceutically acceptable salt thereof.

5 18. The compound of claim 1 wherein:

T and Z are carbon;

R^{2a} and R^{2b} are hydrogen;

R^{2c} is selected from $-H$, $-J$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-OR^{11}$, $-OR^7OH$, $-OR^7OR^5$ and $-S(O)_mR^5$;

10 X is $-NH-$;

n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$,

15 $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$,

20 $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q-$,

$-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$,
25 $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;

A is absent;

or a pharmaceutically acceptable salt thereof.

19. The compound of claim 1 wherein:

T and Z are carbon;

R^{2a} and R^{2b} are hydrogen;

R^{2c} is selected from -H, -J, -CF₃, -OCF₃, -R⁵, -OR⁵, -OR¹¹, -OR⁷OH, -OR⁷OR⁵ and

5 -S(O)_mR⁵;

X is -NH-;

n is 0;

R¹ is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃,

10 -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NH₂SO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-,

15 -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH-

20 and cycloalkyl of 3 to 10 carbon atoms;

R⁴ is -(C(R⁹)₂)_rH;

r is 0;

25 A is absent;

R³ is attached to carbon-7 of Formula (I) and is selected from aryl, heteroaryl,

bicyclic heteroaryl, alkenyl, alkynyl wherein each aryl, heteroaryl, bicyclic

heteroaryl, alkenyl, and alkynyl is optionally substituted by one or more of -R¹⁰,

-(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰,

$-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qNH_2$, $G(C(R^9)_2)_pOR^{10}$, $G(C(R^9)_2)_pOH$, and $G(C(R^9)_2)_pR^{12}$;

or a pharmaceutically acceptable salt thereof.

5 20. The compound of claim 1 wherein:

T and Z are carbon;

R^{2a} and R^{2b} are hydrogen;

R^{2c} is selected from $-H$, $-J$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-OR^{11}$, $-OR^7OH$, $-OR^7OR^5$ and $-S(O)_mR^5$;

10 X is $-NH-$;

n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$,

15 $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,

$-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,

$-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$,

20 $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8

groups wherein Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q$,

$-S(O)_m(C(R^9)_2)_q$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$, $-(C(R^9)_2)_qO-$,

25 $-(C(R^9)_2)_qS(O)_m$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$

and cycloalkyl of 3 to 10 carbon atoms;

R^4 is $-(C(R^9)_2)_rH$;

r is 0;

A is absent;

R^3 is attached to carbon-6 of Formula (I) and is selected from aryl, heteroaryl, bicyclic heteroaryl, alkenyl, alkynyl wherein each aryl, heteroaryl, bicyclic heteroaryl, alkenyl, alkynyl is optionally substituted by one or more of $-R^{10}$, $-(C(R^9)_2)_3R^{12}$, $-CHO$, 1,3-dioxolane, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qNH_2$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pOH$, and $-G(C(R^9)_2)_pR^{12}$;

or a pharmaceutically acceptable salt thereof.

21. The compound of claim 1, wherein:

T and Z are carbon;

R^{2a} and R^{2b} are hydrogen;

R^{2c} is attached to carbon-6 or carbon-7 of Formula (I) and is selected from $-H$, $-J$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-OR^{11}$, $-OR^7OH$, $-OR^7OR^5$ and $-S(O)_mR^5$;

X is $-NH-$;

n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and $-YR^8$ groups wherein Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$,

$-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;

R^4 is $-(C(R^9)_2)_rH$;

r is 0;

5 A is absent;

R^3 is attached to carbon-6 or carbon-7 of Formula (I) and is selected from aryl, heteroaryl, bicyclic heteroaryl, alkenyl, alkynyl wherein each aryl, heteroaryl, bicyclic heteroaryl, alkenyl, alkynyl is optionally substituted by one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, and 1,3-dioxolane;

10 or a pharmaceutically acceptable salt thereof.

22. The compound of claim 1, wherein X:

T and Z are carbon;

X is $-NH-$;

15 , n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$,

$-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,

20 $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,

$-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,

$-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,

$-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$,

$-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$,

25 $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8

groups wherein Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$,

$-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q$,

$-S(O)_m(C(R^9)_2)_q$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$, $-(C(R^9)_2)_qO-$,

$-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;

R^{2a} and R^{2b} are H;

R^{2c} is attached to carbon-6 and is selected from -H, -J, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$,

5 $-OR^{11}$, $-OR^7OH$, $-OR^7OR^5$ and $-S(O)_mR^5$;

R^3 is attached to carbon-7 of Formula (I) and is selected from heteroaryl, phenyl, alkenyl of 2 to 6 carbon atoms or alkynyl of 2 to 6 carbon atoms with each heteroaryl, phenyl, alkenyl and alkynyl group further substituted by one or more of the group $-(C(R^9)_2)_sR^{12}$;

10 A is absent;

R^4 is $(C(R^9)_2)_rH$;

r is 0;

or a pharmaceutically acceptable salt thereof.

15 23. The compound of claim 1, wherein:

T and Z are carbon;

X is $-NH-$;

n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or

20 different independently selected from -H, -J, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$,

$-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$,

$-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,

$-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,

$-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,

25 $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,

$-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$,

$-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$,

$-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and $-YR^8$

groups wherein Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$,

-C(O)NH-, -NHC(O)-, -NH₂SO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-,
 -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-,
 -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH-
 and cycloalkyl of 3 to 10 carbon atoms;

5 R^{2a} and R^{2b} are H;

R^{2c} is attached to carbon-7 of Formula (I) and is selected from -H, -J, -CF₃, -OCF₃,
 -R⁵, -OR⁵, -OR¹¹, -OR⁷OH, -OR⁷OR⁵ and -S(O)_mR⁵;

R³ is attached to carbon-6 of Formula (I) and is selected from heteroaryl, phenyl,
 alkenyl of 2 to 6 carbon atoms or alkynyl of 2 to 6 carbon atoms with each
 10 heteroaryl, phenyl, alkenyl and alkynyl group substituted by one or more of the
 group -(C(R⁹)₂)_sR¹²;

A is absent;

R⁴ is -(C(R⁹)₂)_rH;

r is 0;

15 or a pharmaceutically acceptable salt thereof.

24. The compound according to claim 1 wherein:

X is -NH-;

T and Z are carbon;

20 n is 0;

R^{2a} and R^{2b} are H;

R^{2c} is attached to carbon-6- or carbon-7 of Formula (I) and is selected from -H, -J,
 -CF₃, -OCF₃, -R⁵, -OR⁵, -OR¹¹, -OR⁷OH, -OR⁷OR⁵ and -S(O)_mR⁵;

R¹ is phenyl optionally substituted with 1 to 4 substituents which may be the same or
 25 different independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃,
 -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q,
 -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH,
 -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,
 -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,

-OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and -YR⁸ groups

- 5 wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-,
 -NHC(O)-, -NH₂SO₂-, -SO₂NH-, -C(O)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-,
 -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-,
 -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis*- and *trans*- -CH=CH- and cycloalkyl of
 3 to 10 carbon atoms;

- 10 R³ is attached to carbon-6 or carbon-7 of Formula (I) and is alkenyl of 2 carbon
 atoms;

A is absent;

or a pharmaceutically acceptable salt thereof.

- 15 25. The compound according to claim 1 wherein:

X is -NH-;

T and Z are carbon;

n is 0;

R^{2a} and R^{2b} are H;

- 20 R^{2c} is attached to carbon-6 or carbon-7 of Formula (I) and is selected from -H, -J,
 -CF₃, -OCF₃, -R⁵, -OR⁵, -OR¹¹, -OR⁷OH, -OR⁷OR⁵ and -S(O)_mR⁵;

R¹ is phenyl optionally substituted with 1 to 4 substituents which may be the same or
 different independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃,

- COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q,
 25 -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH,
 -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,
 -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q,

$-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$,
 $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8

groups wherein Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$,
 $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q-$,

- 5 $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$,
 $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$
and cycloalkyl of 3 to 10 carbon atoms;

R^3 is attached to carbon-6 or carbon-7 of Formula (I) and is alkynyl of 2 carbon
atoms;

- 10 A is absent;
or a pharmaceutically acceptable salt thereof.

26. The compound according to claim 1, 4-(4-Chloro-2-fluoroanilino)-7-[5-(4-
morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically
15 acceptable salt thereof.

27. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[(E)-
2-(4-pyridinyl)ethenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt
thereof.

- 20 28. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[(E)-
2-(2-pyridinyl)ethenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt
thereof.

- 25 29. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[(E)-2-(4-
pyridinyl)ethenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt
thereof.

30. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(1,3-dioxolan-2-yl)-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

5 31. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(5-formyl-2-furyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

32. The compound according to claim 1, 7-[5-(4-Morpholinylmethyl)-3-thienyl]-4-(4-phenoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt
10 thereof.

33. The compound according to claim 1, 4-(4-Benzylanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

15 34. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-{5-[2-(4-morpholinyl)ethyl]-2-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

20 35. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

36. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[5-(4-morpholinyl)-1-pentynyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable
25 salt thereof.

37. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[(E/Z)-5-(4-morpholinyl)-1-pentenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

38. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

5 39. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-(3-hydroxy-1-propynyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

40. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[3-(dimethylamino)-1-propynyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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41. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[(E/Z)-6-(4-morpholinyl)-1-hexenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

15 42. The compound according to claim 1, 7-[4,5-Bis(4-morpholinylmethyl)-2-thienyl]-4-(2,4-dichloroanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

20 43. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[5-(2-pyridinyl)-2-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

44. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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45. The compound according to claim 1, 7-[4,5-Bis(4-morpholinylmethyl)-2-thienyl]-4-(2,4-dichloro-5-methoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

46. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[(E)-3-(4-morpholinyl)-1-propenyl]-2-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.
- 5 47. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[4-(4-morpholinyl)butyl]-2-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.
48. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-
10 (4-morpholinylmethyl)-2-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.
49. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically
15 acceptable salt thereof.
50. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.
- 20 51. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[3-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.
- 25 52. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[2-(4-morpholinyl)ethyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.
53. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{3-
30 [2-(4-morpholinyl)ethyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

54. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

5 55. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

10 56. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-6-methoxy-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

15 57. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[2-(4-ethyl-1-piperazinyl)ethyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

58. The compound according to claim 1, 4-{3-Chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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59. The compound according to claim 1, 7-[3,4-Bis(4-morpholinylmethyl)phenyl]-4-(2,4-dichloro-5-methoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

25 60. The compound according to claim 1, 7-[3,4-Bis(4-morpholinylmethyl)phenyl]-4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

30 61. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

62. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

5 63. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-{3-[2-(4-morpholinyl)ethyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

64. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-[3-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile or a
10 pharmaceutically acceptable salt thereof.

65. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-[4-[2-(4-morpholinyl)ethyl]phenyl]-3-quinolinecarbonitrile or a
15 pharmaceutically acceptable salt thereof.

66. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

20 67. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(1,3-dioxolan-2-yl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

25 68. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(5-formyl-3-thienyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

69. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-(5-formyl-3-thienyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.
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70. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-(5-formyl-3-thienyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

5 71. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

72. The compound according to claim 1, (2R)-1-({5-[3-Cyano-4-(2,4-dichloro-5-methoxyanilino)-7-quinolinyl]-2-furyl}methyl)-2-pyrrolidinecarboxamide or a
10 pharmaceutically acceptable salt thereof.

73. The compound according to claim 1, 7-[5-(4-Morpholinylmethyl)-3-pyridinyl]-4-(4-phenoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt
15 thereof.

74. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(4-morpholinylmethyl)-3-pyridinyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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75. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

25 76. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(1,3-dioxolan-2-yl)-2-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

77. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(5-formyl-2-thienyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt
30 thereof.

78. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

5 79. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[(E)-2-(4-methoxyphenyl)ethenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

80. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-
10 [(4-methyl-1-piperazinyl)methyl]-2-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

81. The compound according to claim 1, 7-[5-(4-Morpholinylmethyl)-2-pyridinyl]-4-(4-phenoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt
15 thereof.

82. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(4-morpholinylmethyl)-2-pyridinyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

20 83. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-([2-(phenylsulfonyl)ethyl]amino)methyl]-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

25 84. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-(1H-pyrrol-1-yl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

85. The compound according to claim 1, 4-(3-Bromoanilino)-6-(2-formyl-1H-pyrrol-
30 1-yl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

86. The compound according to claim 1, 4-(3-Chloro-4-fluoro-phenylamino)-7-methoxy-6-(1H-pyrrol-1-yl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

5 87. The compound according to claim 1, 4-{3-Chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(4-formylphenyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

10 88. The compound according to claim 1, 4-{3-Chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

15 89. The compound according to claim 1 4-(2,4-Dichloro-5-methoxyanilino)-7-{1-[2-(4-morpholinyl)ethyl]-1H-imidazol-5-yl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

90. The compound according to claim 1 4-(2,4-Dichloro-5-methoxyanilino)-7-[4-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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91. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[2-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

25 92. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[4-(4-morpholinyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

30 93. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[4-(4-morpholinylmethyl)-2-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

94. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(5-formyl-1-methyl-1H-pyrrol-2-yl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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95. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[1-methyl-5-(4-morpholinylmethyl)-1H-pyrrol-2-yl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

10 96. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{1-methyl-5-[(4-methyl-1-piperazinyl)methyl]-1H-pyrrol-2-yl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

15 97. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[1-methyl-5-([2-(phenylsulfonyl)ethyl]amino)methyl]-1H-pyrrol-2-yl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

18 98. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[1-methyl-5-([2-(methylsulfonyl)ethyl]amino)methyl]-1H-pyrrol-2-yl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

20 99. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-([2-(2-pyridinyl)ethyl]amino)methyl]-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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100. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(5-[[4-(2-hydroxyethyl)-1-piperazinyl]methyl]-2-furyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

101. The compound according to claim 1, 7-(5-{[Bis(2-hydroxyethyl)amino]methyl}-2-furyl)-4-(2,4-dichloro-5-methoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

5 102. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-([2-(methylsulfonyl)ethyl]amino)methyl]-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

103. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(1-piperidinylmethyl)-2-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

104. The compound according to claim 1, 4-{2-chloro-4-fluoro-5-methoxyanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

105. The compound according to claim 1, 4-{2-Chloro-5-methoxy-4-methylanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

106. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[6-(4-morpholinylmethyl)-3-pyridinyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

107. The compound according to claim 1, 7-[4,5-Bis(4-morpholinylmethyl)-2-thienyl]-4-(2,4-dichloro-5-methoxyanilino)-6-methoxy-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

108. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(4-formylphenyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

109. The compound according to claim 1, (2R)-1-{4-[3-Cyano-4-(2,4-dichloro-5-methoxyanilino)-7-quinolinyl]benzyl}-2-pyrrolidinecarboxamide or a pharmaceutically acceptable salt thereof.

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110. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-([2-(phenylsulfonyl)ethyl]amino)methyl}phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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111. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[(dimethylamino)methyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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112. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[(diethylamino)methyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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113. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-([2-(methylsulfonyl)ethyl]amino)methyl}phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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114. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

115. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[2-(4-methoxyphenyl)ethynyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

116. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[2-(2-pyridinyl)ethynyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

5 117. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-pyrrol-1-yl-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

118. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-
{(2-[(dimethylamino)methyl]-1H-pyrrol-1-yl)-3-quinolinecarbonitrile or a
10 pharmaceutically acceptable salt thereof.

119. The compound according to claim 1, 7-[5-(1,3-Dioxolan-2-yl)-3-thienyl]-4-[3-methyl-4-(2-pyridinylmethoxy)anilino]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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120. The compound according to claim 1, 4-[3-Methyl-4-(2-pyridinylmethoxy)anilino]-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

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121. A compound of claim 1 which is

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[4-[(2-(dimethylamino)ethyl)amino]methyl]phenyl]-3-quinolinecarbonitrile,

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4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(4-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(4-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

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4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[4-[(dimethylamino)methyl]phenyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(4-[(2-hydroxyethyl)amino]methyl)phenyl)-3-quinolinecarbonitrile,

- 5 4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[4-([3-(4-morpholinyl)propyl]amino)methyl]phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

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4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(4-[[4-(2-hydroxyethyl)-1-piperazinyl]methyl]phenyl)-3-quinolinecarbonitrile,

- 15 4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{3-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[3-([2-(dimethylamino)ethyl]amino)methyl]phenyl)-3-quinolinecarbonitrile,

- 20 4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(3-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

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4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{3-[(dimethylamino)methyl]phenyl}-3-quinolinecarbonitrile,

- 30 4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[3-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(3-[(2-hydroxyethyl)amino]methyl)phenyl)-3-quinolinecarbonitrile,

- 5 4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{3-[(4-methyl-1-piperazinyl)methyl]phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{3-[(3-(4-morpholinyl)propyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

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4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{3-(1-piperidinylmethyl)phenyl)-3-quinolinecarbonitrile,

- 15 4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{3-[(4-ethyl-1-piperazinyl)methyl]phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(3-[(4-(2-hydroxyethyl)-1-piperazinyl)methyl]phenyl)-3-quinolinecarbonitrile,

- 20 4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-furyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[5-[(2-(dimethylamino)ethyl)amino]methyl]-2-furyl]-3-quinolinecarbonitrile,

25

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(5-[(4-(1-pyrrolidinyl)-1-piperidinyl)methyl]-2-furyl)-3-quinolinecarbonitrile,

- 30 4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(5-[(2-hydroxyethyl)amino]methyl)-2-furyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

- 5 4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(3-(4-morpholinyl)propyl)amino]methyl}-2-furyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(2-(dimethylamino)ethyl)amino]methyl}-2-thienyl}-3-quinolinecarbonitrile,

10

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(4-(1-pyrrolidinyl)-1-piperidinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

- 15 4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(2-hydroxyethyl)amino]methyl}-2-thienyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(3-(4-morpholinyl)propyl)amino]methyl}-2-thienyl}-3-quinolinecarbonitrile,

- 20 4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(2-(dimethylamino)ethyl)amino]methyl}-2-pyridinyl}-3-quinolinecarbonitrile,

25

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(3-(4-morpholinyl)propyl)amino]methyl}-2-pyridinyl}-3-quinolinecarbonitrile,

- 30 4-(2,4-dimethylanilino)-7-{4-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

7-[4-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-4-(2,4-dimethylanilino)-3-quinolinecarbonitrile,

- 5 4-(2,4-dimethylanilino)-7-(4-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(4-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

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4-(2,4-dimethylanilino)-7-[4-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

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4-(2,4-dimethylanilino)-7-(4-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{4-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-

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quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[4-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

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4-(2,4-dimethylanilino)-7-[4-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile

4-(2,4-dimethylanilino)-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(4-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{3-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-
5 quinolinecarbonitrile,

7-[3-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-4-(2,4-dimethylanilino)-3-quinolinecarbonitrile,

10 4-(2,4-dimethylanilino)-7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(3-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

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4-(2,4-dimethylanilino)-7-[3-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[3-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

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4-(2,4-dimethylanilino)-7-(3-({[2-(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{3-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-
25 quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[3-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

30 4-(2,4-dimethylanilino)-7-[3-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{3-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

- 5 4-(2,4-dimethylanilino)-7-(3-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

- 10 7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-furyl]-4-(2,4-dimethylanilino)-3-quinolinecarbonitrile,

- 15 4-(2,4-dimethylanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

- 20 4-(2,4-dimethylanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

- 25 4-(2,4-dimethylanilino)-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

- 30 4-(2,4-dimethylanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-(1-piperidinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-furyl}-3-
5 quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-2-furyl)-3-
quinolinecarbonitrile,

10 4-(2,4-dimethylanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-thienyl}-3-
quinolinecarbonitrile,

7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-thienyl]-4-(2,4-dimethylanilino)-
3-quinolinecarbonitrile,

15 4-(2,4-dimethylanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-thienyl)-
3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-thienyl)-3-
quinolinecarbonitrile,

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4-(2,4-dimethylanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-
thienyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-(4-morpholinylmethyl)-2-thienyl]-3-
25 quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-thienyl)-3-
quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl)methyl]-2-thienyl})-3-quinolinecarbonitrile,

10 4-(2,4-dimethylanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

7-{5-([2-(dimethylamino)ethyl]amino)methyl}-3-thienyl}-4-(2,4-dimethylanilino)-3-quinolinecarbonitrile,

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4-(2,4-dimethylanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl)methyl]-3-thienyl})-3-quinolinecarbonitrile,

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4-(2,4-dimethylanilino)-7-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-([2-(1H-imidazol-4-yl)ethyl]amino)methyl]-3-thienyl]-3-quinolinecarbonitrile,

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4-(2,4-dimethylanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[(2-hydroxyethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

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4-(2,4-dimethylanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-3-thienyl]-
5 3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-(1-piperidinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

10 4-(2,4-dimethylanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-3-thienyl)-
3-quinolinecarbonitrile,

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4-(4-bromo-2-chloro-6-methylanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,
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4-(4-bromo-2-chloro-6-methylanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

25 4-(4-bromo-2-chloro-6-methylanilino)-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

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4-(4-bromo-2-chloro-6-methylanilino)-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-(5-[[2-hydroxyethyl]amino]methyl)-2-furyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-([3-(4-morpholinyl)propyl]amino)methyl]-2-furyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-{5-(1-piperidinylmethyl)-2-furyl}-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-([2-(dimethylamino)ethyl]amino)methyl]-2-thienyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-(5-([(4-pyridinylmethyl)amino]methyl)-2-thienyl)-3-quinolinecarbonitrile,

5 4-(4-bromo-2-chloro-6-methylanilino)-7-[5-([2-(1H-imidazol-4-yl)ethyl]amino)methyl]-2-thienyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-(4-morpholinylmethyl)-2-thienyl]-3-quinolinecarbonitrile,

10 4-(4-bromo-2-chloro-6-methylanilino)-7-(5-([(2-hydroxyethyl)amino]methyl)-2-thienyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-[(4-methyl-1-piperazinyl)methyl]-2-thienyl]-3-quinolinecarbonitrile,

15 4-(4-bromo-2-chloro-6-methylanilino)-7-[5-([3-(4-morpholinyl)propyl]amino)methyl]-2-thienyl]-3-quinolinecarbonitrile,

20 4-(4-bromo-2-chloro-6-methylanilino)-7-[5-(1-piperidinylmethyl)-2-thienyl]-3-quinolinecarbonitrile,

4-([3-chloro-4'-[(4-hydroxy-1-piperidinyl)methyl]-5-methyl[1,1'-biphenyl]-4-yl]amino)-7-[4-[(4-hydroxy-1-piperidinyl)methyl]phenyl]-3-quinolinecarbonitrile,

25 4-([3-chloro-4'-([2-(dimethylamino)ethyl]amino)methyl]-5-methyl[1,1'-biphenyl]-4-yl]amino)-7-[4-([2-(dimethylamino)ethyl]amino)methyl]phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-5-methyl-4'-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}[1,1'-biphenyl]-4-yl)amino]-7-(4-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

- 5 4-{[3-chloro-5-methyl-4'-(4-morpholinylmethyl)[1,1'-biphenyl]-4-yl]amino}-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4'-{[(2-hydroxyethyl)amino]methyl}-5-methyl[1,1'-biphenyl]-4-yl)amino]-7-(4-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

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4-[(3-chloro-5-methyl-4'-[(4-methyl-1-piperazinyl)methyl][1,1'-biphenyl]-4-yl)amino]-7-(4-{[(4-methyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

- 15 4-{[3-chloro-5-methyl-4'-({[3-(4-morpholinyl)propyl]amino}methyl)[1,1'-biphenyl]-4-yl]amino}-7-[4-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-5-methyl-4'-(1-piperidinylmethyl)[1,1'-biphenyl]-4-yl]amino}-7-[4-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile,

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4-[(3-chloro-4'-[(4-ethyl-1-piperazinyl)methyl]-5-methyl[1,1'-biphenyl]-4-yl)amino]-7-(4-{[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

- 25 4-[(3-chloro-4'-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-5-methyl[1,1'-biphenyl]-4-yl)amino]-7-(4-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-[(3-chloro-3'-[(4-hydroxy-1-piperidinyl)methyl]-5-methyl[1,1'-biphenyl]-4-yl)amino]-7-[3-[(4-hydroxy-1-piperidinyl)methyl]phenyl]-3-quinolinecarbonitrile,

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4-([3-chloro-3'-([2-(dimethylamino)ethyl]amino)methyl)-5-methyl[1,1'-biphenyl]-4-yl]amino)-7-[3-([2-(dimethylamino)ethyl]amino)methyl]phenyl]-3-quinolinecarbonitrile,

- 5 4-[(3-chloro-5-methyl-3'-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}[1,1'-biphenyl]-4-yl)amino]-7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

- 10 4-[(3-chloro-5-methyl-3'-{[(4-pyridinylmethyl)amino]methyl}[1,1'-biphenyl]-4-yl)amino]-7-(3-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-([3-chloro-3'-([2-(1H-imidazol-4-yl)ethyl]amino)methyl)-5-methyl[1,1'-biphenyl]-4-yl]amino)-7-[3-([2-(1H-imidazol-4-yl)ethyl]amino)methyl]phenyl]-3-quinolinecarbonitrile,

- 15 4-([3-chloro-5-methyl-3'-(4-morpholinylmethyl)[1,1'-biphenyl]-4-yl]amino)-7-[3-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

- 20 4-[(3-chloro-3'-{[(2-hydroxyethyl)amino]methyl)-5-methyl[1,1'-biphenyl]-4-yl]amino]-7-(3-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-([3-chloro-5-methyl-3'-[(4-methyl-1-piperazinyl)methyl][1,1'-biphenyl]-4-yl]amino)-7-[3-[(4-methyl-1-piperazinyl)methyl]phenyl]-3-quinolinecarbonitrile,

- 25 4-([3-chloro-5-methyl-3'-([3-(4-morpholinyl)propyl]amino)methyl)[1,1'-biphenyl]-4-yl]amino)-7-[3-([3-(4-morpholinyl)propyl]amino)methyl]phenyl]-3-quinolinecarbonitrile,

- 30 4-([3-chloro-5-methyl-3'-(1-piperidinylmethyl)[1,1'-biphenyl]-4-yl]amino)-7-[3-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-((3-chloro-3'-[(4-ethyl-1-piperazinyl)methyl]-5-methyl[1,1'-biphenyl]-4-yl)amino)-7-{3-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

5 4-[(3-chloro-3'-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-5-methyl[1,1'-biphenyl]-4-yl)amino]-7-(3-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

10 4-{2-chloro-4-[5-({[2-(dimethylamino)ethyl]amino}methyl)-3-thienyl]-6-methylanilino}-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

15 4-[2-chloro-6-methyl-4-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-3-thienyl)anilino]-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-[2-chloro-6-methyl-4-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)anilino]-7-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

20 4-{2-chloro-4-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-3-thienyl]-6-methylanilino}-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

25 4-{2-chloro-6-methyl-4-[5-(4-morpholinylmethyl)-3-thienyl]anilino}-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2-chloro-6-methyl-4-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}anilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-{2-chloro-6-methyl-4-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-3-thienyl]anilino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

- 5 4-{2-chloro-6-methyl-4-[5-(1-piperidinylmethyl)-3-thienyl]anilino}-7-[5-(1-piperidinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2-chloro-4-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-6-methylanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

10

4-[2-chloro-4-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-3-thienyl)-6-methylanilino]-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

- 15 4-[(3-chloro-4-phenoxyphenyl)amino]-7-[4-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

20

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(4-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

- 25 4-[(3-chloro-4-phenoxyphenyl)amino]-7-[3-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(3-[(4-pyridinylmethyl)amino]methyl)phenyl)-3-quinolinecarbonitrile,

5 4-[(3-chloro-4-phenoxyphenyl)amino]-7-[3-([3-(4-morpholinyl)propyl]amino)methyl]phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[3-[(4-ethyl-1-piperazinyl)methyl]phenyl]-3-quinolinecarbonitrile,

10 4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-[(4-hydroxy-1-piperidinyl)methyl]-2-furyl]-3-quinolinecarbonitrile,

15 4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-([2-(dimethylamino)ethyl]amino)methyl]-2-furyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-[4-(1-pyrrolidinyl)-1-piperidinyl]methyl)-2-furyl)-3-quinolinecarbonitrile,

20 4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-[(4-pyridinylmethyl)amino]methyl)-2-furyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-([2-(1H-imidazol-4-yl)ethyl]amino)methyl]-2-furyl]-3-quinolinecarbonitrile,

25 4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-[(2-hydroxyethyl)amino]methyl)-2-furyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

5 4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-(1-piperidinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

10 4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

15

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-thienyl]-3-quinolinecarbonitrile,

20 4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-thienyl)-3-quinolinecarbonitrile,

25 4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-(4-morpholinylmethyl)-2-thienyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

30

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(2-(dimethylamino)ethyl)amino]methyl}-3-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(2-(1H-imidazol-4-yl)ethyl)amino]methyl}-3-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-(4-morpholinylmethyl)-3-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[(2-hydroxyethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(3-(4-morpholinyl)propyl)amino]methyl}-3-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-(1-piperidinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-[[4-(2-hydroxyethyl)-1-piperazinyl]methyl]-3-thienyl]-3-quinolinecarbonitrile,

10 4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-([3-(4-morpholinyl)propyl]amino)methyl]-2-pyridinyl]-3-quinolinecarbonitrile,

4-[[3-chloro-4-(phenylsulfanyl)phenyl]amino]-7-[4-[(4-hydroxy-1-piperidinyl)methyl]phenyl]-3-quinolinecarbonitrile,

15

4-[[3-chloro-4-(phenylsulfanyl)phenyl]amino]-7-[4-[[4-pyridinylmethyl]amino]methyl]phenyl]-3-quinolinecarbonitrile,

4-[[3-chloro-4-(phenylsulfanyl)phenyl]amino]-7-[4-([2-(1H-imidazol-4-yl)ethyl]amino)methyl]phenyl]-3-quinolinecarbonitrile,

20

4-[[3-chloro-4-(phenylsulfanyl)phenyl]amino]-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

25 4-[[3-chloro-4-(phenylsulfanyl)phenyl]amino]-7-[4-[[2-(hydroxyethyl)amino]methyl]phenyl]-3-quinolinecarbonitrile,

4-[[3-chloro-4-(phenylsulfanyl)phenyl]amino]-7-[4-[(4-methyl-1-piperazinyl)methyl]phenyl]-3-quinolinecarbonitrile,

30

4-{{3-chloro-4-(phenylsulfanyl)phenyl}amino}-7-[4-({3-(4-morpholinyl)propyl}amino)methyl]phenyl)-3-quinolinecarbonitrile,

4-{{3-chloro-4-(phenylsulfanyl)phenyl}amino}-7-[4-[(4-ethyl-1-piperazinyl)methyl]phenyl]-3-quinolinecarbonitrile,

4-{{3-chloro-4-(phenylsulfanyl)phenyl}amino}-7-[4-{{4-(2-hydroxyethyl)-1-piperazinyl}methyl}phenyl]-3-quinolinecarbonitrile,

10 4-{{3-chloro-4-(phenylsulfanyl)phenyl}amino}-7-[3-{{4-(4-hydroxy-1-piperidinyl)methyl}phenyl]-3-quinolinecarbonitrile,

4-{{3-chloro-4-(phenylsulfanyl)phenyl}amino}-7-[3-{{2-(dimethylamino)ethyl}amino)methyl}phenyl]-3-quinolinecarbonitrile,

15

4-{{3-chloro-4-(phenylsulfanyl)phenyl}amino}-7-[3-{{4-(1-pyrrolidinyl)-1-piperidinyl}methyl}phenyl]-3-quinolinecarbonitrile,

4-{{3-chloro-4-(phenylsulfanyl)phenyl}amino}-7-[3-{{2-(2-hydroxyethyl)amino}methyl}phenyl]-3-quinolinecarbonitrile,

20

4-{{3-chloro-4-(phenylsulfanyl)phenyl}amino}-7-[3-({3-(4-morpholinyl)propyl}amino)methyl]phenyl)-3-quinolinecarbonitrile,

25 4-{{3-chloro-4-(phenylsulfanyl)phenyl}amino}-7-[3-{{4-(2-hydroxyethyl)-1-piperazinyl}methyl}phenyl]-3-quinolinecarbonitrile,

4-{{3-chloro-4-(phenylsulfanyl)phenyl}amino}-7-[5-{{4-(4-hydroxy-1-piperidinyl)methyl}-2-furyl}-3-quinolinecarbonitrile,

30

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-[5-([2-(dimethylamino)ethyl]amino)methyl]-2-furyl]-3-quinolinecarbonitrile,

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-(5-{[4-(pyridinyl)methyl]amino)methyl}-2-furyl)-3-quinolinecarbonitrile,

10 4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-[5-([2-(1H-imidazol-4-yl)ethyl]amino)methyl]-2-furyl]-3-quinolinecarbonitrile,

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

15

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-(5-{[2-(hydroxyethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-[5-[(4-methyl-1-piperazinyl)methyl]-2-furyl]-3-quinolinecarbonitrile,

20

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-[5-([3-(4-morpholinyl)propyl]amino)methyl]-2-furyl]-3-quinolinecarbonitrile,

25

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-[5-[(4-ethyl-1-piperazinyl)methyl]-2-furyl]-3-quinolinecarbonitrile,

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-[5-([2-(dimethylamino)ethyl]amino)methyl]-2-thienyl]-3-quinolinecarbonitrile,

30

4-{{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-{{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-(4-morpholinylmethyl)-2-thienyl]-3-quinolinecarbonitrile,

4-{{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

10 4-{{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-thienyl]-3-quinolinecarbonitrile,

4-{{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

15

4-{{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-{{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

20

4-{{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

25 4-{{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(5-({[(4-pyridinylmethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-{{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

30

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-(5-([2-hydroxyethyl]amino)methyl)-3-thienyl)-3-quinolinecarbonitrile,

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-[5-([3-(4-morpholinyl)propyl]amino)methyl]-3-thienyl)-3-quinolinecarbonitrile,

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-[5-(1-piperidinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-([3-chloro-4-(phenylsulfanyl)phenyl]amino)-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-([3-chloro-4-(3-furylmethyl)phenyl]amino)-7-{4-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-([3-chloro-4-(3-furylmethyl)phenyl]amino)-7-[4-([2-(dimethylamino)ethyl]amino)methyl]phenyl]-3-quinolinecarbonitrile,

4-([3-chloro-4-(3-furylmethyl)phenyl]amino)-7-(4-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-(4-{{(4-pyridinylmethyl)amino}methyl}phenyl)-3-quinolinecarbonitrile,

5 4-{{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-[4-{{[2-(1H-imidazol-4-yl)ethyl]amino}methyl}phenyl]-3-quinolinecarbonitrile,

4-{{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

10 4-{{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-(4-{{(2-hydroxyethyl)amino}methyl}phenyl)-3-quinolinecarbonitrile,

4-{{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-[4-{{(4-methyl-1-piperazinyl)methyl}phenyl]-3-quinolinecarbonitrile,

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4-{{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-[4-{{[3-(4-morpholinyl)propyl]amino}methyl}phenyl]-3-quinolinecarbonitrile,

20 4-{{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-[4-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-{{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-[4-{{(4-ethyl-1-piperazinyl)methyl}phenyl]-3-quinolinecarbonitrile,

25 4-{{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-(4-{{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{{[4-(3-furylmethyl)phenyl]amino}-7-(4-{{(4-pyridinylmethyl)amino}methyl}phenyl)-3-quinolinecarbonitrile,

30

4-{{4-(3-furylmethyl)phenyl}amino}-7-[4-{{2-(1H-imidazol-4-yl)ethyl}amino}methyl]phenyl]-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-(4-{{(2-hydroxyethyl)amino}methyl}phenyl)-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-{4-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-[4-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile,

7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-4-{{4-(3-furylmethyl)phenyl}amino}-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-(4-{{4-(2-hydroxyethyl)-1-piperazinyl}methyl}phenyl)-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-{3-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

7-[3-{{2-(dimethylamino)ethyl}amino}methyl]phenyl]-4-{{4-(3-furylmethyl)phenyl}amino}-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-(3-{{4-(1-pyrrolidinyl)-1-piperidinyl}methyl}phenyl)-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-(3-{{(4-pyridinylmethyl)amino}methyl}phenyl)-3-quinolinecarbonitrile,

5 4-{{4-(3-furylmethyl)phenyl}amino}-7-[3-{{2-(1H-imidazol-4-yl)ethyl}amino}methyl}phenyl]-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-[3-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

10 4-{{4-(3-furylmethyl)phenyl}amino}-7-(3-{{(2-hydroxyethyl)amino}methyl}phenyl)-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-[3-{{(4-methyl-1-piperazinyl)methyl}phenyl}]-3-quinolinecarbonitrile,

15

4-{{4-(3-furylmethyl)phenyl}amino}-7-[3-{{3-(4-morpholinyl)propyl}amino}methyl}phenyl]-3-quinolinecarbonitrile,

20 7-[3-{{(4-ethyl-1-piperazinyl)methyl}phenyl}]-4-{{4-(3-furylmethyl)phenyl}amino}-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-(3-{{4-(2-hydroxyethyl)-1-piperazinyl}methyl}phenyl)-3-quinolinecarbonitrile,

25 4-{{4-(3-furylmethyl)phenyl}amino}-7-[5-{{(4-hydroxy-1-piperidinyl)methyl}-2-pyridinyl}]-3-quinolinecarbonitrile,

7-[5-{{2-(dimethylamino)ethyl}amino}methyl]-2-pyridinyl]-4-{{4-(3-furylmethyl)phenyl}amino}-3-quinolinecarbonitrile,

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4-{{4-(3-furylmethyl)phenyl}amino}-7-(5-{{(2-hydroxyethyl)amino}methyl})-2-pyridinyl)-3-quinolinecarbonitrile,

5 4-{{4-(3-furylmethyl)phenyl}amino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-pyridinyl]-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-(5-{{4-(2-hydroxyethyl)-1-piperazinyl}methyl})-2-pyridinyl)-3-quinolinecarbonitrile,

10 4-{{4-(3-furylmethyl)phenyl}amino}-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-(5-{{4-(1-pyrrolidinyl)-1-piperidinyl}methyl})-3-thienyl)-3-quinolinecarbonitrile,

15

4-{{4-(3-furylmethyl)phenyl}amino}-7-(5-{{(4-pyridinylmethyl)amino}methyl})-3-thienyl)-3-quinolinecarbonitrile,

20 4-{{4-(3-furylmethyl)phenyl}amino}-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-(5-{{(2-hydroxyethyl)amino}methyl})-3-thienyl)-3-quinolinecarbonitrile,

25 4-{{4-(3-furylmethyl)phenyl}amino}-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

30

4-{{4-(3-furylmethyl)phenyl}amino}-7-[5-(1-piperidinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

5 7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-4-{{4-(3-furylmethyl)phenyl}amino}-3-quinolinecarbonitrile,

4-{{4-(3-furylmethyl)phenyl}amino}-7-(5-{{4-(2-hydroxyethyl)-1-piperazinyl}methyl}-3-thienyl)-3-quinolinecarbonitrile,

10 4-(2,4-dichloro-5-methoxyanilino)-7-(4-{{4-(1-pyrrolidinyl)-1-piperidinyl}methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(4-{{4-pyridinylmethyl}amino}methyl}phenyl)-3-quinolinecarbonitrile,

15

4-(2,4-dichloro-5-methoxyanilino)-7-[4-{{2-(1H-imidazol-4-yl)ethyl}amino}methyl}phenyl]-3-quinolinecarbonitrile,

20

4-(2,4-dichloro-5-methoxyanilino)-7-(4-{{2-(hydroxyethyl)amino}methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[4-{{3-(4-morpholinyl)propyl}amino}methyl}phenyl]-3-quinolinecarbonitrile,

25

4-(2,4-dichloro-5-methoxyanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-{{2-(dimethylamino)ethyl}amino}methyl]-2-furyl]-3-quinolinecarbonitrile,

30

4-(2,4-dichloro-5-methoxyanilino)-7-(5-{{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl})-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-{{[(4-pyridinylmethyl)amino]methyl}-2-furyl})-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-{{[(2-hydroxyethyl)amino]methyl}-2-furyl})-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-(1-piperidinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-{{(4-ethyl-1-piperazinyl)methyl}-2-furyl}]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-{{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-thienyl})-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-{{(4-ethyl-1-piperazinyl)methyl}-2-thienyl}]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-({[(4-pyridinylmethyl)amino]methyl})-3-thienyl)-3-quinolinecarbonitrile,

5 4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-pyridinyl}-3-quinolinecarbonitrile,

10 4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-pyridinyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-({[4-(1-pyrrolidinyl)-1-piperidinyl]methyl})-2-pyridinyl)-3-quinolinecarbonitrile,

15 4-(2,4-dichloro-5-methoxyanilino)-7-(5-({[2-hydroxyethyl]amino}methyl)-2-pyridinyl)-3-quinolinecarbonitrile,

20 4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-pyridinyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[(5-({[4-(2-hydroxyethyl)-1-piperazinyl]methyl})-2-pyridinyl)-3-quinolinecarbonitrile,

25 7-{4-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[4-(4-morpholinylmethyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(4-([(2-hydroxyethyl)amino]methyl)phenyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

5 7-{4-[(4-methyl-1-piperazinyl)methyl]phenyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[4-(1-piperidinylmethyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

10 7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-{3-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

15

7-[3-([(2-(dimethylamino)ethyl)amino]methyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

20 7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(3-{[(4-pyridinylmethyl)amino]methyl}phenyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

25 7-[3-([(2-(1H-imidazol-4-yl)ethyl)amino]methyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[3-(4-morpholinylmethyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

30

7-(3-([(2-hydroxyethyl)amino]methyl)phenyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

5 7-{3-[(4-methyl-1-piperazinyl)methyl]phenyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-{3-([(3-(4-morpholinyl)propyl)amino]methyl)phenyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

10 7-[3-(1-piperidinylmethyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-((3-([4-(2-hydroxyethyl)-1-piperazinyl]methyl)phenyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

15

7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

20 7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-thienyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[5-([(2-(1H-imidazol-4-yl)ethyl)amino]methyl)-2-thienyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

25 7-{5-[(4-methyl-1-piperazinyl)methyl]-2-thienyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-thienyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

30

7-(5-{{4-(2-hydroxyethyl)-1-piperazinyl}methyl}-2-thienyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(5-{{(4-pyridinylmethyl)amino}methyl}-3-thienyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[5-(4-morpholinylmethyl)-3-thienyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

10 7-(5-{{(2-hydroxyethyl)amino}methyl}-3-thienyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[5-{{4-methyl-1-piperazinyl}methyl}-3-thienyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

15

7-[5-{{(4-hydroxy-1-piperidinyl)methyl}-2-pyridinyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(5-{{4-(1-pyrrolidinyl)-1-piperidinyl}methyl}-2-pyridinyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

20

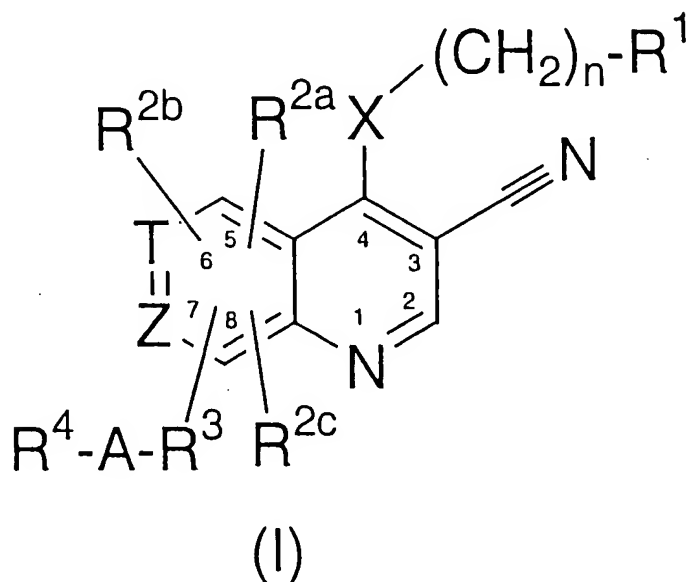
7-(5-{{(2-hydroxyethyl)amino}methyl}-2-pyridinyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

25 7-[5-{{3-(4-morpholinyl)propyl}amino}methyl]-2-pyridinyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile or

7-[(5-{{4-(2-hydroxyethyl)-1-piperazinyl}methyl)-2-pyridinyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile and pharmaceutically acceptable salts

30 thereof.

122. A method of treating, inhibiting the growth of, or eradicating neoplasms in a mammal in need thereof which comprises administering to said mammal an effective amount of a compound of Formula (I) having the structure:



wherein:

- 10 X is -NH- , $\text{-NR}^5\text{-}$, -O- , or $\text{-S(O)}_m\text{-}$;
 n is an integer of 0 or 1;
 m is an integer of 0 to 2;
 q is an integer of 0 to 5;
 p is an integer of 2 to 5;
 15 s is an integer of 0 to 5;
 r is an integer of 0 to 5;

J is halogen;

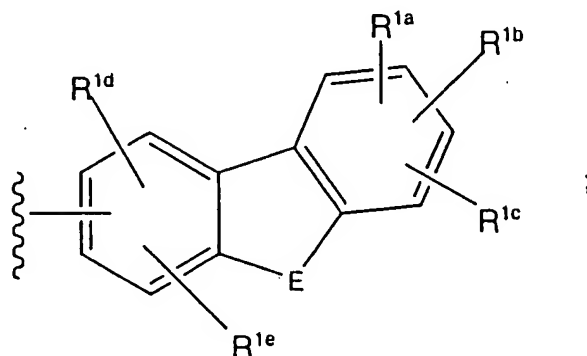
A is $\text{-(C(R}^9\text{)}_2\text{)}_r\text{-}$, -C(O)- , $\text{-C(O)(C(R}^9\text{)}_2\text{)}_r\text{-}$, $\text{-(C(R}^9\text{)}_2\text{)}_r\text{C(O)-}$, -cycloalkyl- or is absent;

- T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;
- 20

- R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NH₂SO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;
- a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S
- wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -R⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein
- Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-,

-NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-,
 -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-,
 -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon
 atoms;

- 5 a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms
 which may be the same or different selected from N, O and S wherein the bicyclic
 heteroaryl ring system may be optionally substituted with 1 to 4 substituents which
 may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃,
 -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q,
 10 -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH,
 -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,
 -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 15 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein
 Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-,
 -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-,
 -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-,
 20 -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon
 atoms; and a moiety of the formula

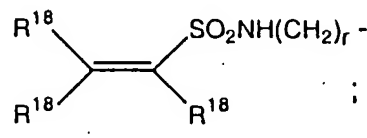
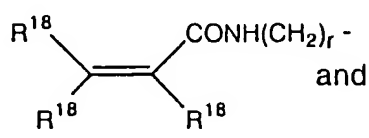
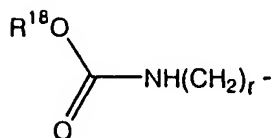
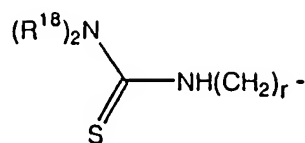
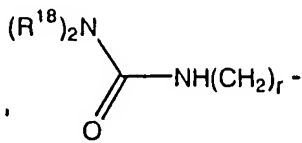
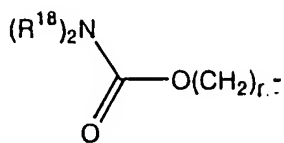


E is -NH-, -NR⁵-, -O-, -S(O)_m-, -C(O)-, -CH₂-, -CHR⁵- or -CR⁵R⁵-;

Q is $-\text{NR}^5\text{R}^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a} , R^{1b} , R^{1c} , R^{1d} and R^{1e} are each, independently selected from -H, -J, $-\text{NO}_2$, $-\text{NH}_2$, -OH, -SH, -CN, $-\text{N}_3$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NHC(O)NH}_2$, $-\text{C(O)H}$, $-\text{CF}_3$, $-\text{OCF}_3$, $-\text{R}^5$, $-\text{OR}^5$, $-\text{NHR}^5$, -Q, $-\text{S(O)}_m\text{R}^5$, $-\text{NHSO}_2\text{R}^5$, $-\text{R}^6\text{OH}$, $-\text{R}^6\text{OR}^5$, $-\text{R}^6\text{NH}_2$, $-\text{R}^6\text{NHR}^5$, $-\text{R}^6\text{Q}$, $-\text{R}^6\text{SH}$, $-\text{R}^6\text{S(O)}_m\text{R}^5$, $-\text{NHR}^7\text{OH}$, $-\text{NHR}^7\text{OR}^5$, $-\text{N(R}^5\text{)R}^7\text{OH}$, $-\text{N(R}^5\text{)R}^7\text{OR}^5$, $-\text{NHR}^7\text{NH}_2$, $-\text{NHR}^7\text{NHR}^5$, $-\text{NHR}^7\text{Q}$, $-\text{N(R}^5\text{)R}^7\text{NH}_2$, $-\text{N(R}^5\text{)R}^7\text{NHR}^5$, $-\text{N(R}^5\text{)R}^7\text{Q}$, $-\text{OR}^7\text{OH}$, $-\text{OR}^7\text{OR}^5$, $-\text{OR}^7\text{NH}_2$, $-\text{OR}^7\text{NHR}^5$, $-\text{OR}^7\text{Q}$, $-\text{OC(O)R}^5$, $-\text{NHC(O)R}^5$, $-\text{NHC(O)NHR}^5$, $-\text{OR}^6\text{C(O)R}^5$, $-\text{NHR}^6\text{C(O)R}^5$, $-\text{C(O)R}^5$, $-\text{C(O)OR}^5$, $-\text{C(O)NHR}^5$, $-\text{C(O)Q}$, $-\text{R}^6\text{C(O)H}$, $-\text{R}^6\text{C(O)R}^5$, $-\text{R}^6\text{C(O)OH}$, $-\text{R}^6\text{C(O)OR}^5$, $-\text{R}^6\text{C(O)NH}_2$, $-\text{R}^6\text{C(O)NHR}^5$, $-\text{R}^6\text{C(O)Q}$, $-\text{R}^6\text{OC(O)R}^5$, $-\text{R}^6\text{OC(O)NH}_2$, $-\text{R}^6\text{OC(O)NHR}^5$, -aryl, $-\text{CH}_2\text{aryl}$, $-\text{NHaryl}$, $-\text{Oaryl}$, $-\text{S(O)}_m\text{aryl}$, $-\text{R}^{11}$, $-\text{OR}^{11}$, $-\text{NHR}^{11}$ and $-\text{R}^6\text{OC(O)Q}$;

R^{2a} , R^{2b} , and R^{2c} , are each, independently selected from -H, -aryl, $-\text{CH}_2\text{aryl}$, $-\text{Oaryl}$, $-\text{S(O)}_m\text{aryl}$, -J, $-\text{NO}_2$, -OH, -SH, -CN, $-\text{N}_3$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NHC(O)NH}_2$, $-\text{C(O)H}$, $-\text{CF}_3$, $-\text{OCF}_3$, $-\text{R}^5$, $-\text{OR}^5$, $-\text{S(O)}_m\text{R}^5$, $-\text{NHSO}_2\text{R}^5$, $-\text{R}^{11}$, $-\text{OR}^{11}$, $-\text{R}^6\text{OH}$, $-\text{R}^6\text{OR}^5$, $-\text{R}^6\text{SH}$, $-\text{R}^6\text{S(O)}_m\text{R}^5$, $-\text{OR}^7\text{OH}$, $-\text{OR}^7\text{OR}^5$, $-\text{OC(O)R}^5$, $-\text{NHC(O)R}^5$, $-\text{NHC(O)NHR}^5$, $-\text{OR}^6\text{C(O)R}^5$, $-\text{NHR}^6\text{C(O)R}^5$, $-\text{C(O)R}^5$, $-\text{C(O)OR}^5$, $-\text{C(O)NHR}^5$, $-\text{C(O)Q}$, $-\text{R}^6\text{C(O)H}$, $-\text{R}^6\text{C(O)R}^5$, $-\text{R}^6\text{C(O)OH}$, $-\text{R}^6\text{C(O)OR}^5$, $-\text{R}^6\text{C(O)NH}_2$, $-\text{R}^6\text{C(O)NHR}^5$, $-\text{R}^6\text{C(O)Q}$, $-\text{R}^6\text{OC(O)R}^5$, $-\text{R}^6\text{OC(O)NH}_2$, $-\text{R}^6\text{OC(O)NHR}^5$, $-\text{R}^6\text{OC(O)Q}$, $-\text{G-(C(R}^9\text{))}_2\text{-R}^{12}$, $-(\text{C(R}^9\text{)})_4\text{-R}^{12}$,



G is $-\text{NH}-$, $-\text{NR}^{10}-$, $-\text{O}-$ or $-\text{S}(\text{O})_m-$;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$,

$-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$,

5 $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and

$-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or

more of $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$,

$-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$,

$-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and

10 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4

substituents which may be the same or different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$,

$-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$,

$-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$,

$-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; a heteroaryl

15 ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2

heteroatoms which may be the same or different, selected from N, O and S where

the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may

be the same or different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane,

$-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$,

20 $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$,

$-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; a bicyclic heteroaryl ring

system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same

or different selected from N, O and S wherein the bicyclic heteroaryl ring system

may be optionally substituted with 1 to 4 substituents which may be the same or

25 different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$,

$-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$,

$-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$,

$-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$;

- R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
- 5 alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
- alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,
- 10 $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
- aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-
- 15 dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl
- 20 ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20
- 25 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
- 30 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different

10 selected from $-H$, $-aryl$, $-CH_2aryl$, $-NHaryl$, $-Oaryl$, $-S(O)_maryl$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-R^6R^{12}$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1

20 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-H$, $-aryl$, $-CH_2aryl$, $-NHaryl$, $-Oaryl$, $-S(O)_maryl$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-R^6R^{12}$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$,

30

$-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4

- 5 substituents which may be the same or different selected from $-H$, $-aryl$, $-CH_2aryl$, $-NHaryl$, $-Oaryl$, $-S(O)_maryl$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$, $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NH SO_2R^5$, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6R^{12}$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,
10 $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$;

15

R^9 is independently $-H$, $-F$ or $-R^5$;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

- 20 R^{11} is a cycloalkyl group of 3 to 10 carbon atoms;

R^{12} is $-N(O)_n R^{13}R^{14}$ or $-N^+(R^{10}R^{13}R^{14})J^-$;

provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

- 25 R^{13} and R^{14} are independently selected from a group consisting of $-H$, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_qaryl-R^{15}$, $-(C(R^9)_2)_qheteroaryl-R^{15}$, $-(C(R^9)_2)_qheterocyclyl-R^{15}$, $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, $-(C(R^9)_2)_pS(O)_mR^{16}$, $-(C(R^9)_2)_pCO_2R^{16}$, $-(C(R^9)_2)_pC(O)NHR^{16}$ and $-(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a
30 heterocyclyl, heteroaryl or bicycyl heteroaryl ring optionally substituted on either

- nitrogen or carbon by one or more selected from the group, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q\text{aryl}R^{15}$, $-(C(R^9)_2)_q\text{heteroaryl}R^{15}$, $-(C(R^9)_2)_q\text{heterocyclyl}R^{15}$, $-(C(R^9)_2)_qCO_2R^{16}$, $-(C(R^9)_2)_qC(O)NHR^{16}$, and $-(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by $-F$, $-(C(R^7)_2)_qOR^{16}$, $-(C(R^7)_2)_qNR^{16}R^{17}$, and
- 5 $-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

- R^{15} is independently selected from a group consisting of $-H$, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q\text{aryl}$,
- 10 $-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$, $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

- R^{16} and R^{17} are independently selected from a group consisting of $-H$, $-R^5$, $-R^{11}$,
- 15 $-(C(R^9)_2)_q\text{aryl}$, $-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

- R^{18} is independently selected from the group consisting of $-H$, $-\text{aryl}$, $-R^5$, $-R^6NH_2$,
- 20 $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

- a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or
- 25 alkynyl; or

- b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

- c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

- 5 a. R^4 is not substituted by $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or $-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and
- b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is
- 10 thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

additionally provided that, when T and Z are carbon, then,

- a. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5
- 15 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and
- b. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is $-O-$
- 20 and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

123. The method according to claim 122 wherein the neoplasm is selected from the group consisting of breast, kidney, bladder, mouth, larynx, esophagus, stomach, colon, ovary, lung, pancreas, skin, liver, prostate and brain.

- 5 124. The method of claim 122 wherein the neoplasm expresses Src or wherein the neoplasm depends at least in part on the Src pathway.

125. The method of claim 122 wherein the neoplasm expresses raf or wherein the neoplasm depends at least in part on the raf pathway.

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126. The method of claim 122 wherein the neoplasm expresses EGFr, erbB-2, erbB-3 or erbB-4 or wherein the neoplasm depends at least in part on an EGFr, erbB-2, erbB-3 or erbB-4 pathway.

- 15 127. The method of claim 122 wherein the neoplasm expresses KDR or flt-1 or wherein the neoplasm depends at least in part on a KDR or flt-1 pathway.

128. The method of claim 122 wherein the neoplasm expresses PDGFr or wherein the neoplasm depends at least in part on the PDGFr pathway.

20

129. The method of claim 122 wherein the neoplasm expresses FGFr or wherein the neoplasm depends at least in part on the FGFr pathway.

- 25 130. The method of claim 122 wherein the neoplasm expresses tie-1 or tie-2 or wherein the neoplasm depends at least in part on a tie-1 or tie-2 pathway.

131. The method of claim 122 wherein the neoplasm expresses EPH or wherein the neoplasm depends at least in part on the EPH pathway.

132. The method of claim 122 wherein the neoplasm expresses a non-receptor tyrosine kinase including Abl, Jak, Fak, Syk or Csk or wherein the neoplasm depends at least in part on a Abl, Jak, Fak, Syk or Csk pathway.

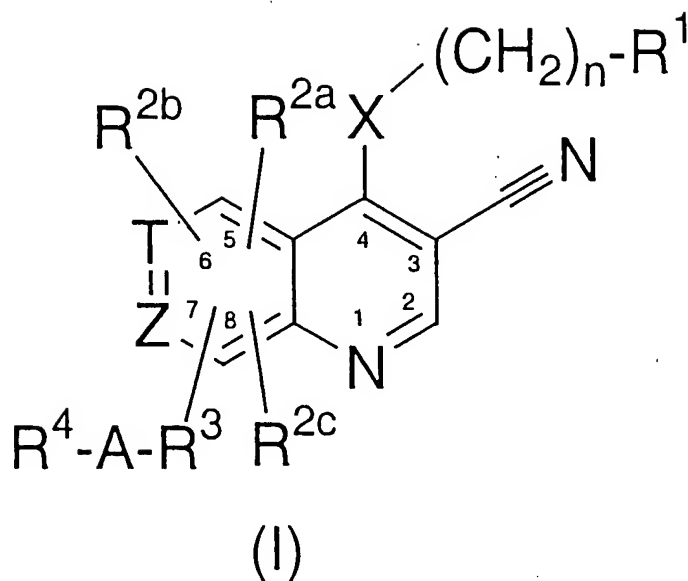
- 5 133. The method of claim 122 wherein the neoplasm expresses mek or erk or wherein the neoplasm depends at least in part on the MAPK pathway.

134. The method of claim 122 wherein the neoplasm expresses a cyclin dependent kinase or wherein the neoplasm depends at least in part on a cyclin dependent kinase
10 pathway.

135. The method of claim 122 wherein the neoplasm expresses a Src family kinase including Yes, Lck or Lyn or wherein the neoplasm depends at least in part on a Src family kinase pathway.

- 15 136. The method of claim 122 wherein the neoplasm expresses PKA, PKB or PKC or wherein the neoplasm depends at least in part on a PKA, PKB or PKC pathway.

137. A method of treating, inhibiting the progression of, or eradicating polycystic
20 kidney disease in a mammal in need thereof which comprises administering to said mammal an effective amount of a compound of Formula (I) having the structure:



wherein:

X is -NH- , $\text{-NR}^5\text{-}$, -O- , or $\text{-S(O)}_m\text{-}$;

5 n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

10 r is an integer of 0 to 5;

J is halogen;

A is $\text{-(C(R}^9\text{)}_2\text{)}_r\text{-}$, -C(O)- , $\text{-C(O)(C(R}^9\text{)}_2\text{)}_r\text{-}$, $\text{-(C(R}^9\text{)}_2\text{)}_r\text{C(O)-}$, -cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

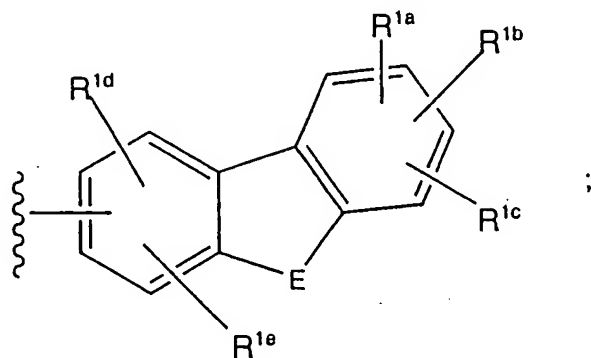
15 R¹ is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H , -J , -NO_2 , -NH_2 , -OH , -SH , -CN , -N_3 , -COOH , -CONH_2 , -NHC(O)NH_2 , -C(O)H , -CF_3 , -OCF_3 , -R^5 , -OR^5 , -NHR^5 , -Q , $\text{-S(O)}_m\text{R}^5$, $\text{-NHSO}_2\text{R}^5$, $\text{-R}^6\text{OH}$, $\text{-R}^6\text{OR}^5$, $\text{-R}^6\text{NH}_2$, $\text{-R}^6\text{NHR}^5$, $\text{-R}^6\text{Q}$,

20

- $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$,
 $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$,
 $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$,
 $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$,
5 $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$,
 $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$,
 $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from $-C(O)-$,
 $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$,
 $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$,
10 $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and
trans $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;
a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1
or 2 heteroatoms which may be the same or different, selected from N, O and S
wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents
15 which may be the same or different selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$,
 $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$,
 $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,
 $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,
 $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,
20 $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,
 $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$,
 $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$,
 $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein
Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$,
25 $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$,
 $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$,
 $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon
atoms;

- a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms
30 which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula

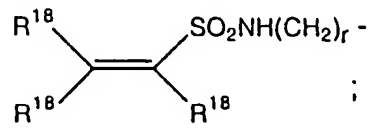
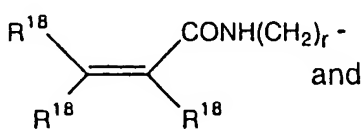
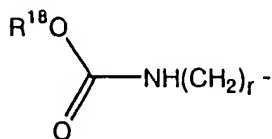
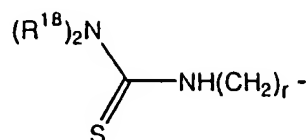
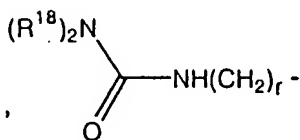
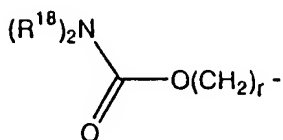
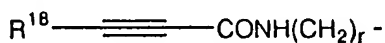


E is -NH-, -NR⁵-, -O-, -S(O)_m-, -C(O)-, -CH₂-, -CHR⁵- or -CR⁵R⁵-;

Q is -NR⁵R⁵ and further provided that when each R⁵ is independently selected from alkyl and alkenyl, R⁵R⁵ may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵,

- $-\text{OR}^5$, $-\text{NHR}^5$, $-\text{Q}$, $-\text{S}(\text{O})_m\text{R}^5$, $-\text{NHSO}_2\text{R}^5$, $-\text{R}^6\text{OH}$, $-\text{R}^6\text{OR}^5$, $-\text{R}^6\text{NH}_2$, $-\text{R}^6\text{NHR}^5$, $-\text{R}^6\text{Q}$,
 $-\text{R}^6\text{SH}$, $-\text{R}^6\text{S}(\text{O})_m\text{R}^5$, $-\text{NHR}^7\text{OH}$, $-\text{NHR}^7\text{OR}^5$, $-\text{N}(\text{R}^5)\text{R}^7\text{OH}$, $-\text{N}(\text{R}^5)\text{R}^7\text{OR}^5$,
 $-\text{NHR}^7\text{NH}_2$, $-\text{NHR}^7\text{NHR}^5$, $-\text{NHR}^7\text{Q}$, $-\text{N}(\text{R}^5)\text{R}^7\text{NH}_2$, $-\text{N}(\text{R}^5)\text{R}^7\text{NHR}^5$, $-\text{N}(\text{R}^5)\text{R}^7\text{Q}$,
 $-\text{OR}^7\text{OH}$, $-\text{OR}^7\text{OR}^5$, $-\text{OR}^7\text{NH}_2$, $-\text{OR}^7\text{NHR}^5$, $-\text{OR}^7\text{Q}$, $-\text{OC}(\text{O})\text{R}^5$, $-\text{NHC}(\text{O})\text{R}^5$,
 5 $-\text{NHC}(\text{O})\text{NHR}^5$, $-\text{OR}^6\text{C}(\text{O})\text{R}^5$, $-\text{NHR}^6\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{OR}^5$, $-\text{C}(\text{O})\text{NHR}^5$,
 $-\text{C}(\text{O})\text{Q}$, $-\text{R}^6\text{C}(\text{O})\text{H}$, $-\text{R}^6\text{C}(\text{O})\text{R}^5$, $-\text{R}^6\text{C}(\text{O})\text{OH}$, $-\text{R}^6\text{C}(\text{O})\text{OR}^5$, $-\text{R}^6\text{C}(\text{O})\text{NH}_2$,
 $-\text{R}^6\text{C}(\text{O})\text{NHR}^5$, $-\text{R}^6\text{C}(\text{O})\text{Q}$, $-\text{R}^6\text{OC}(\text{O})\text{R}^5$, $-\text{R}^6\text{OC}(\text{O})\text{NH}_2$, $-\text{R}^6\text{OC}(\text{O})\text{NHR}^5$, $-\text{aryl}$,
 $-\text{CH}_2\text{aryl}$, $-\text{NHaryl}$, $-\text{Oaryl}$, $-\text{S}(\text{O})_m\text{aryl}$, $-\text{R}^{11}$, $-\text{OR}^{11}$, $-\text{NHR}^{11}$ and $-\text{R}^6\text{OC}(\text{O})\text{Q}$;
 R^{2a} , R^{2b} , and R^{2c} , are each, independently selected from $-\text{H}$, $-\text{aryl}$, $-\text{CH}_2\text{aryl}$, $-\text{Oaryl}$,
 10 $-\text{S}(\text{O})_m\text{aryl}$, $-\text{J}$, $-\text{NO}_2$, $-\text{OH}$, $-\text{SH}$, $-\text{CN}$, $-\text{N}_3$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NHC}(\text{O})\text{NH}_2$,
 $-\text{C}(\text{O})\text{H}$, $-\text{CF}_3$, $-\text{OCF}_3$, $-\text{R}^5$, $-\text{OR}^5$, $-\text{S}(\text{O})_m\text{R}^5$, $-\text{NHSO}_2\text{R}^5$, $-\text{R}^{11}$, $-\text{OR}^{11}$, $-\text{R}^6\text{OH}$,
 $-\text{R}^6\text{OR}^5$, $-\text{R}^6\text{SH}$, $-\text{R}^6\text{S}(\text{O})_m\text{R}^5$, $-\text{OR}^7\text{OH}$, $-\text{OR}^7\text{OR}^5$, $-\text{OC}(\text{O})\text{R}^5$, $-\text{NHC}(\text{O})\text{R}^5$,
 $-\text{NHC}(\text{O})\text{NHR}^5$, $-\text{OR}^6\text{C}(\text{O})\text{R}^5$, $-\text{NHR}^6\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{OR}^5$, $-\text{C}(\text{O})\text{NHR}^5$,
 $-\text{C}(\text{O})\text{Q}$, $-\text{R}^6\text{C}(\text{O})\text{H}$, $-\text{R}^6\text{C}(\text{O})\text{R}^5$, $-\text{R}^6\text{C}(\text{O})\text{OH}$, $-\text{R}^6\text{C}(\text{O})\text{OR}^5$, $-\text{R}^6\text{C}(\text{O})\text{NH}_2$,
 15 $-\text{R}^6\text{C}(\text{O})\text{NHR}^5$, $-\text{R}^6\text{C}(\text{O})\text{Q}$, $-\text{R}^6\text{OC}(\text{O})\text{R}^5$, $-\text{R}^6\text{OC}(\text{O})\text{NH}_2$, $-\text{R}^6\text{OC}(\text{O})\text{NHR}^5$,
 $-\text{R}^6\text{OC}(\text{O})\text{Q}$, $-\text{G}-(\text{C}(\text{R}^9)_2)_p-\text{R}^{12}$, $-(\text{C}(\text{R}^9)_2)_q-\text{R}^{12}$,



G is $-\text{NH}-$, $-\text{NR}^{10}-$, $-\text{O}-$ or $-\text{S}(\text{O})_m-$;

- 20 R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or
 more of $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$,
 $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and
 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or
 25 more of $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$,

- CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰,
 -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and
 -G(C(R⁹)₂)_pOH; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4
 substituents which may be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹²,
 5 -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰,
 -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂,
 -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a heteroaryl
 ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2
 heteroatoms which may be the same or different, selected from N, O and S where
 10 the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may
 be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane,
 -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH,
 -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH,
 -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a bicyclic heteroaryl ring
 15 system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same
 or different selected from N, O and S wherein the bicyclic heteroaryl ring system
 may be optionally substituted with 1 to 4 substituents which may be the same or
 different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN,
 -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰,
 20 -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰,
 -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;

- R⁴ is selected from -(C(R⁹)₂)_rH, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -
 25 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 30 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,

$-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which

- 5 may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms
- 10 which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20
- 15 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
- 20 R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

- 25 R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms

- 30 optionally substituted with 1 to 4 substituents which may be the same or different

- selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -R⁶R¹²,
5 -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂,
10 -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from
-H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN,
15 -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵,
20 -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶R¹², -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein
25 the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶R¹²,
30 -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,

- NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 5 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q;

R⁹ is independently -H, -F or -R⁵;

R¹⁰ is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

10

R¹¹ is a cycloalkyl group of 3 to 10 carbon atoms;

R¹² is -N(O)_n R¹³R¹⁴ or -N⁺(R¹⁰R¹³R¹⁴)J⁻;

provided that when R¹² is N(O)_n R¹³R¹⁴ and n is 1, R¹³ or R¹⁴ are not H;

15

R¹³ and R¹⁴ are independently selected from a group consisting of -H, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qaryl-R¹⁵, -(C(R⁹)₂)_qheteroaryl-R¹⁵, -(C(R⁹)₂)_qheterocyclyl-R¹⁵,
 -(C(R⁹)₂)_pOR¹⁶, -(C(R⁹)₂)_pNR¹⁶R¹⁷, -(C(R⁹)₂)_pS(O)_mR¹⁶, -(C(R⁹)₂)_pCO₂R¹⁶,
 -(C(R⁹)₂)_pC(O)NHR¹⁶ and -(C(R⁹)₂)_pC(O)R¹⁵; further provided that R¹³ and R¹⁴ may

20

optionally be taken together with the nitrogen to which they are attached forming a
 heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either
 nitrogen or carbon by one or more selected from the group, -R⁵, -R¹¹,

-(C(R⁹)₂)_qarylR¹⁵, -(C(R⁹)₂)_qheteroarylR¹⁵, -(C(R⁹)₂)_qheterocyclylR¹⁵,
 -(C(R⁹)₂)_qCO₂R¹⁶, -(C(R⁹)₂)_qC(O)NHR¹⁶, and -(C(R⁹)₂)_qC(O)R¹⁵; or optionally

25

substituted on carbon by -F, -(C(R⁷)₂)_qOR¹⁶, -(C(R⁷)₂)_qNR¹⁶R¹⁷, and
 -(C(R⁹)₂)_qS(O)_mR¹⁶; or optionally substituted on nitrogen by -(C(R⁹)₂)_pOR¹⁶,
 -(C(R⁹)₂)_pNR¹⁶R¹⁷, and -(C(R⁹)₂)_pS(O)_mR¹⁶;

R¹⁵ is independently selected from a group consisting of -H, -R⁵, -R¹¹,

30

-(C(R⁹)₂)_qaryl,

$-(C(R^9)_2)_q$ heteroaryl, $-(C(R^9)_2)_q$ heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$,
 $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, -
 $(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

- 5 R^{16} and R^{17} are independently selected from a group consisting of $-H$, $-R^5$, $-R^{11}$,
 $-(C(R^9)_2)_q$ aryl, $-(C(R^9)_2)_q$ heteroaryl, $-(C(R^9)_2)_q$ heterocyclyl, $-(C(R^9)_2)_pOH$,
 $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$,
 $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$,
 $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

- 10 R^{18} is independently selected from the group consisting of $-H$, $-aryl$, $-R^5$, $-R^6NH_2$,
 $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$,

then,

- a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole,

- 15 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or
 alkynyl; or

- b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$
 when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole,
 1,2,4-triazole, tetrazole or pyridine; and

- 20 c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene,
 furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or
 pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

- a. R^4 is not substituted by $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$,
 25 $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

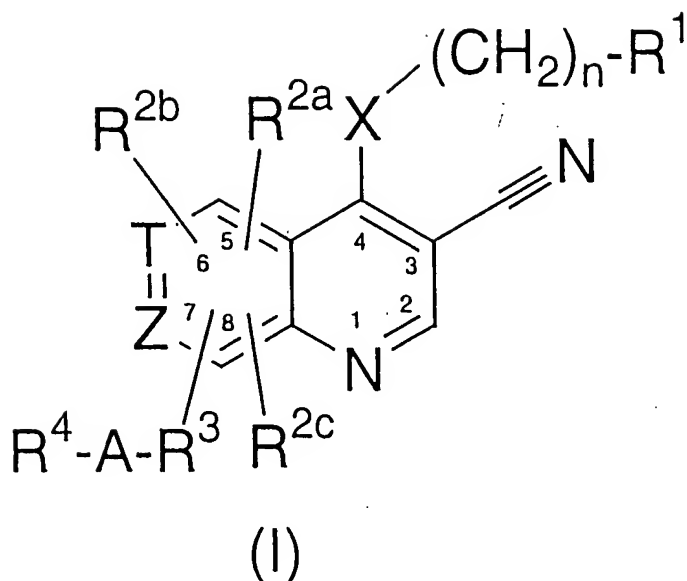
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is $-O-$ and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

138. A method of treating, inhibiting, or eradicating colonic polyps in a mammal in need thereof which comprises providing to said mammal an effective amount of a compound of Formula (I) having the structure.



wherein:

X is -NH- , $\text{-NR}^5\text{-}$, -O- , or $\text{-S(O)}_m\text{-}$;

5 n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

10 r is an integer of 0 to 5;

J is halogen;

A is $\text{-(C(R}^9\text{))}_2\text{-}$, -C(O)- , $\text{-C(O)(C(R}^9\text{))}_2\text{-}$, $\text{-(C(R}^9\text{))}_2\text{C(O)-}$, -cycloalkyl- or is absent;

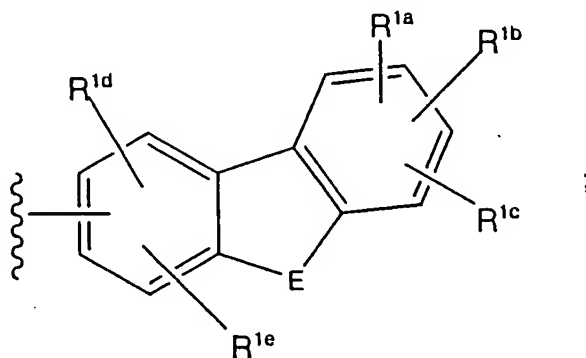
T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

15 R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H , -J , -NO_2 , -NH_2 , -OH , -SH , -CN , -N_3 , -COOH , -CONH_2 , -NHC(O)NH_2 , -C(O)H , -CF_3 , -OCF_3 , -R^5 , -OR^5 ,
20 -NHR^5 , -Q , $\text{-S(O)}_m\text{R}^5$, $\text{-NH}_2\text{SO}_2\text{R}^5$, $\text{-R}^6\text{OH}$, $\text{-R}^6\text{OR}^5$, $\text{-R}^6\text{NH}_2$, $\text{-R}^6\text{NHR}^5$, $\text{-R}^6\text{Q}$,

- $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$,
 $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$,
 $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$,
 $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$,
5 $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$,
 $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$,
 $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from $-C(O)-$,
 $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$,
 $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$,
10 $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and
trans $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;
a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1
or 2 heteroatoms which may be the same or different, selected from N, O and S
wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents
15 which may be the same or different selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$,
 $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$,
 $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,
 $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,
 $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,
20 $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,
 $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$,
 $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$,
 $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein
Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$,
25 $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$,
 $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$,
 $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon
atoms;

- a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms
30 which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula

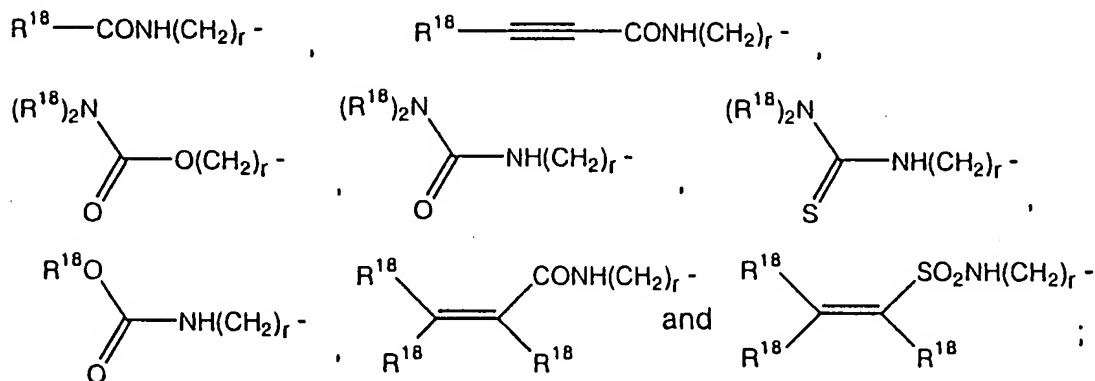


E is -NH-, -NR⁵-, -O-, -S(O)_m-, -C(O)-, -CH₂-, -CHR⁵- or -CR⁵R⁵-;

Q is -NR⁵R⁵ and further provided that when each R⁵ is independently selected from alkyl and alkenyl, R⁵R⁵ may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵,

- OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -R¹¹, -OR¹¹, -NHR¹¹ and -R⁶OC(O)Q;
 R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, -CH₂aryl, -Oaryl,
 -S(O)_maryl, -J, -NO₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶SH, -R⁶S(O)_mR⁵, -OR⁷OH, -OR⁷OR⁵, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q, -G-(C(R⁹))₂_p-R¹², -(C(R⁹))₂_q-R¹²,



G is -NH-, -NR¹⁰-, -O- or -S(O)_m-;

- R³ is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰, -(C(R⁹))₂_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹))₂_qOH, -(C(R⁹))₂_qOR¹⁰, -(C(R⁹))₂_qNHR¹⁰, -(C(R⁹))₂_qJ, -(C(R⁹))₂_qNH₂, -(C(R⁹))₂_rH, -G(C(R⁹))₂_pOR¹⁰, -G(C(R⁹))₂_pR¹², and -G(C(R⁹))₂_pOH; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰, -(C(R⁹))₂_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂,

- CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰,
 -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and
 -G(C(R⁹)₂)_pOH; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4
 substituents which may be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹²,
 5 -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰,
 -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂,
 -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a heteroaryl
 ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2
 heteroatoms which may be the same or different, selected from N, O and S where
 10 the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may
 be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane,
 -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH,
 -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH,
 -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a bicyclic heteroaryl ring
 15 system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same
 or different selected from N, O and S wherein the bicyclic heteroaryl ring system
 may be optionally substituted with 1 to 4 substituents which may be the same or
 different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN,
 -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰,
 20 -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰,
 -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;

- R⁴ is selected from -(C(R⁹)₂)_rH, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 25 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 30 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,

$-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which

- 5 may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms
- 10 which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
- 15 a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
- 20 R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

- 25 R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms

- 30 optionally substituted with 1 to 4 substituents which may be the same or different

- selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -R⁶R¹², -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -R⁶R¹², -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶R¹², -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,

- NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q;
 5 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q;

R⁹ is independently -H, -F or -R⁵;

R¹⁰ is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

10

R¹¹ is a cycloalkyl group of 3 to 10 carbon atoms;

R¹² is -N(O)_nR¹³R¹⁴ or -N⁺(R¹⁰R¹³R¹⁴)J⁻;

provided that when R¹² is N(O)_nR¹³R¹⁴ and n is 1, R¹³ or R¹⁴ are not H;

15

R¹³ and R¹⁴ are independently selected from a group consisting of -H, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qaryl-R¹⁵, -(C(R⁹)₂)_qheteroaryl-R¹⁵, -(C(R⁹)₂)_qheterocyclyl-R¹⁵,
 -(C(R⁹)₂)_pOR¹⁶, -(C(R⁹)₂)_pNR¹⁶R¹⁷, -(C(R⁹)₂)_pS(O)_mR¹⁶, -(C(R⁹)₂)_pCO₂R¹⁶,
 -(C(R⁹)₂)_pC(O)NHR¹⁶ and -(C(R⁹)₂)_pC(O)R¹⁵; further provided that R¹³ and R¹⁴ may

20 optionally be taken together with the nitrogen to which they are attached forming a

heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either

nitrogen or carbon by one or more selected from the group, -R⁵, -R¹¹,

-(C(R⁹)₂)_qarylR¹⁵, -(C(R⁹)₂)_qheteroarylR¹⁵, -(C(R⁹)₂)_qheterocyclylR¹⁵,

-(C(R⁹)₂)_qCO₂R¹⁶, -(C(R⁹)₂)_qC(O)NHR¹⁶, and -(C(R⁹)₂)_qC(O)R¹⁵; or optionally

25 substituted on carbon by -F, -(C(R⁷)₂)_qOR¹⁶, -(C(R⁷)₂)_qNR¹⁶R¹⁷, and

-(C(R⁹)₂)_qS(O)_mR¹⁶; or optionally substituted on nitrogen by -(C(R⁹)₂)_pOR¹⁶,

-(C(R⁹)₂)_pNR¹⁶R¹⁷, and -(C(R⁹)₂)_pS(O)_mR¹⁶;

R¹⁵ is independently selected from a group consisting of -H, -R⁵, -R¹¹,

30 -(C(R⁹)₂)_qaryl,

$-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$,
 $-(C(R^9)_2)_q\text{NH}_2$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_q\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{COR}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{H}$, and $-(C(R^9)_2)_q\text{CONH}_2$;

5 R^{16} and R^{17} are independently selected from a group consisting of $-\text{H}$, $-\text{R}^5$, $-\text{R}^{11}$,
 $-(C(R^9)_2)_q\text{aryl}$, $-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_p\text{OH}$,
 $-(C(R^9)_2)_p\text{OR}^{10}$, $-(C(R^9)_2)_p\text{NH}_2$, $-(C(R^9)_2)_p\text{NHR}^{10}$, $-(C(R^9)_2)_p\text{NR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_p\text{CONHR}^{10}$, $-(C(R^9)_2)_p\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{COR}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{H}$, and $-(C(R^9)_2)_p\text{CONH}_2$;

10 R^{18} is independently selected from the group consisting of $-\text{H}$, $-\text{aryl}$, $-\text{R}^5$, $-\text{R}^6\text{NH}_2$,
 $-\text{R}^6\text{NHR}^5$ and $-\text{R}^6\text{Q}$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_r\text{H}$,
 then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole,

15 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or
 alkynyl; or

b. R^3 is not monosubstituted by $-\text{R}^{10}$, $-(C(R^9)_2)_q\text{OH}$, or $-(C(R^9)_2)_q\text{OR}^{10}$
 when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole,
 1,2,4-triazole, tetrazole or pyridine; and

20 c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene,
 furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or
 pyridine when R^3 is substituted by $-(C(R^9)_2)_s\text{R}^{12}$ and R^{12} is $-\text{NR}^{13}\text{R}^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,

25 $-\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^7)_2)_q\text{OR}^{10}$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{J}$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

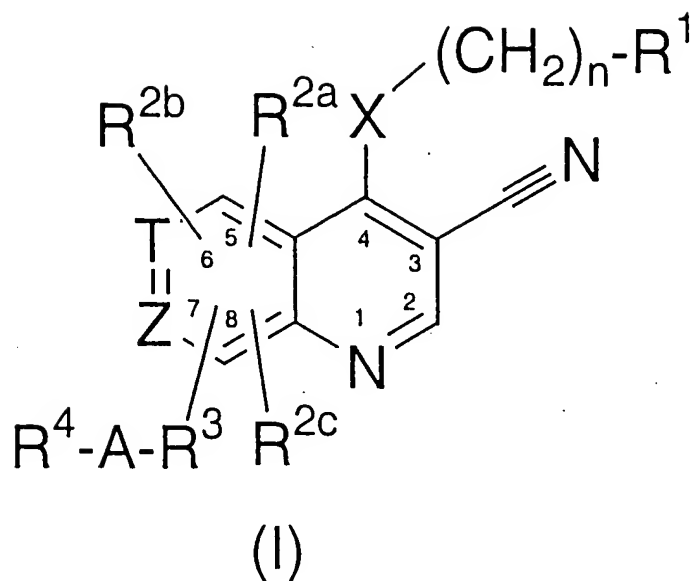
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is $-O-$ and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

139. A method of treating a disease or inhibiting a disease state whose etiology is at least in part caused by a defect in a signaling pathway upstream from a protein kinase; by overexpression of a protein kinase; or by a dysregulated protein kinase in a mammal in need thereof which comprises providing said mammal an effective amount of a compound of Formula (I),



wherein:

X is -NH- , $\text{-NR}^5\text{-}$, -O- , or $\text{-S(O)}_m\text{-}$;

5 n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

10 r is an integer of 0 to 5;

J is halogen;

A is $\text{-(C(R}^9\text{)}_2\text{)}_r\text{-}$, -C(O)- , $\text{-C(O)(C(R}^9\text{)}_2\text{)}_r\text{-}$, $\text{-(C(R}^9\text{)}_2\text{)}_r\text{C(O)-}$, -cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

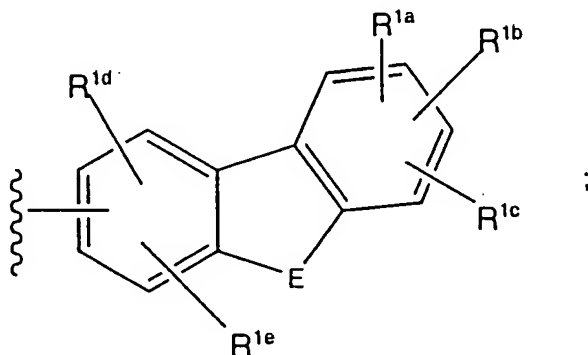
15 R¹ is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H , -J , -NO_2 , -NH_2 , -OH , -SH , -CN , -N_3 , -COOH , -CONH_2 , -NHC(O)NH_2 , -C(O)H , -CF_3 , -OCF_3 , -R^5 , -OR^5 , -NHR^5 , -Q , $\text{-S(O)}_m\text{R}^5$, $\text{-NHSO}_2\text{R}^5$, $\text{-R}^6\text{OH}$, $\text{-R}^6\text{OR}^5$, $\text{-R}^6\text{NH}_2$, $\text{-R}^6\text{NHR}^5$, $\text{-R}^6\text{Q}$,

20

- $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$,
 $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$,
 $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$,
 $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$,
5 $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$,
 $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$,
 $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from $-C(O)-$,
 $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$,
 $-O(C(R^9)_2)_q$, $-S(O)_m(C(R^9)_2)_q$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$,
10 $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and
trans $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;
a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1
or 2 heteroatoms which may be the same or different, selected from N, O and S
wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents
15 which may be the same or different selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$,
 $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$,
 $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,
 $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,
 $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,
20 $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,
 $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$,
 $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$,
 $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein
Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$,
25 $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q$, $-S(O)_m(C(R^9)_2)_q$, $-NH(C(R^9)_2)_q$,
 $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$,
 $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon
atoms;

- a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms
30 which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula

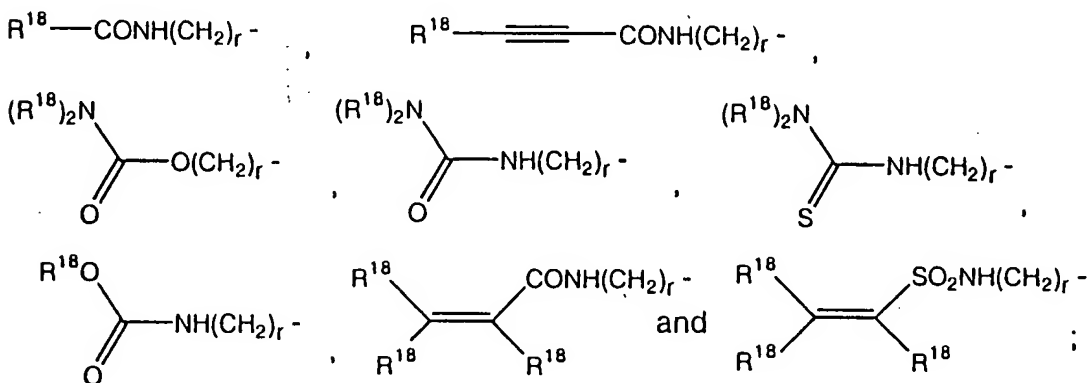


E is -NH-, -NR⁵-, -O-, -S(O)_m-, -C(O)-, -CH₂-, -CHR⁵- or -CR⁵R⁵-;

Q is -NR⁵R⁵ and further provided that when each R⁵ is independently selected from alkyl and alkenyl, R⁵R⁵ may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵,

- $-\text{OR}^5$, $-\text{NHR}^5$, $-\text{Q}$, $-\text{S}(\text{O})_m\text{R}^5$, $-\text{NHSO}_2\text{R}^5$, $-\text{R}^6\text{OH}$, $-\text{R}^6\text{OR}^5$, $-\text{R}^6\text{NH}_2$, $-\text{R}^6\text{NHR}^5$, $-\text{R}^6\text{Q}$,
 $-\text{R}^6\text{SH}$, $-\text{R}^6\text{S}(\text{O})_m\text{R}^5$, $-\text{NHR}^7\text{OH}$, $-\text{NHR}^7\text{OR}^5$, $-\text{N}(\text{R}^5)\text{R}^7\text{OH}$, $-\text{N}(\text{R}^5)\text{R}^7\text{OR}^5$,
 $-\text{NHR}^7\text{NH}_2$, $-\text{NHR}^7\text{NHR}^5$, $-\text{NHR}^7\text{Q}$, $-\text{N}(\text{R}^5)\text{R}^7\text{NH}_2$, $-\text{N}(\text{R}^5)\text{R}^7\text{NHR}^5$, $-\text{N}(\text{R}^5)\text{R}^7\text{Q}$,
 $-\text{OR}^7\text{OH}$, $-\text{OR}^7\text{OR}^5$, $-\text{OR}^7\text{NH}_2$, $-\text{OR}^7\text{NHR}^5$, $-\text{OR}^7\text{Q}$, $-\text{OC}(\text{O})\text{R}^5$, $-\text{NHC}(\text{O})\text{R}^5$,
5 $-\text{NHC}(\text{O})\text{NHR}^5$, $-\text{OR}^6\text{C}(\text{O})\text{R}^5$, $-\text{NHR}^6\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{OR}^5$, $-\text{C}(\text{O})\text{NHR}^5$,
 $-\text{C}(\text{O})\text{Q}$, $-\text{R}^6\text{C}(\text{O})\text{H}$, $-\text{R}^6\text{C}(\text{O})\text{R}^5$, $-\text{R}^6\text{C}(\text{O})\text{OH}$, $-\text{R}^6\text{C}(\text{O})\text{OR}^5$, $-\text{R}^6\text{C}(\text{O})\text{NH}_2$,
 $-\text{R}^6\text{C}(\text{O})\text{NHR}^5$, $-\text{R}^6\text{C}(\text{O})\text{Q}$, $-\text{R}^6\text{OC}(\text{O})\text{R}^5$, $-\text{R}^6\text{OC}(\text{O})\text{NH}_2$, $-\text{R}^6\text{OC}(\text{O})\text{NHR}^5$, $-\text{aryl}$,
 $-\text{CH}_2\text{aryl}$, $-\text{NHaryl}$, $-\text{Oaryl}$, $-\text{S}(\text{O})_m\text{aryl}$, $-\text{R}^{11}$, $-\text{OR}^{11}$, $-\text{NHR}^{11}$ and $-\text{R}^6\text{OC}(\text{O})\text{Q}$;
 R^{2a} , R^{2b} , and R^{2c} , are each, independently selected from $-\text{H}$, $-\text{aryl}$, $-\text{CH}_2\text{aryl}$, $-\text{Oaryl}$,
10 $-\text{S}(\text{O})_m\text{aryl}$, $-\text{J}$, $-\text{NO}_2$, $-\text{OH}$, $-\text{SH}$, $-\text{CN}$, $-\text{N}_3$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NHC}(\text{O})\text{NH}_2$,
 $-\text{C}(\text{O})\text{H}$, $-\text{CF}_3$, $-\text{OCF}_3$, $-\text{R}^5$, $-\text{OR}^5$, $-\text{S}(\text{O})_m\text{R}^5$, $-\text{NHSO}_2\text{R}^5$, $-\text{R}^{11}$, $-\text{OR}^{11}$, $-\text{R}^6\text{OH}$,
 $-\text{R}^6\text{OR}^5$, $-\text{R}^6\text{SH}$, $-\text{R}^6\text{S}(\text{O})_m\text{R}^5$, $-\text{OR}^7\text{OH}$, $-\text{OR}^7\text{OR}^5$, $-\text{OC}(\text{O})\text{R}^5$, $-\text{NHC}(\text{O})\text{R}^5$,
 $-\text{NHC}(\text{O})\text{NHR}^5$, $-\text{OR}^6\text{C}(\text{O})\text{R}^5$, $-\text{NHR}^6\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{OR}^5$, $-\text{C}(\text{O})\text{NHR}^5$,
15 $-\text{C}(\text{O})\text{Q}$, $-\text{R}^6\text{C}(\text{O})\text{H}$, $-\text{R}^6\text{C}(\text{O})\text{R}^5$, $-\text{R}^6\text{C}(\text{O})\text{OH}$, $-\text{R}^6\text{C}(\text{O})\text{OR}^5$, $-\text{R}^6\text{C}(\text{O})\text{NH}_2$,
 $-\text{R}^6\text{C}(\text{O})\text{NHR}^5$, $-\text{R}^6\text{C}(\text{O})\text{Q}$, $-\text{R}^6\text{OC}(\text{O})\text{R}^5$, $-\text{R}^6\text{OC}(\text{O})\text{NH}_2$, $-\text{R}^6\text{OC}(\text{O})\text{NHR}^5$,
 $-\text{R}^6\text{OC}(\text{O})\text{Q}$, $-\text{G}-(\text{C}(\text{R}^9)_2)_p-\text{R}^{12}$, $-(\text{C}(\text{R}^9)_2)_q-\text{R}^{12}$,



G is $-\text{NH}-$, $-\text{NR}^{10}-$, $-\text{O}-$ or $-\text{S}(\text{O})_m-$;

- 20 R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$,
 $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_q\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and
 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or
25 more of $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$,

- CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰,
 -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and
 -G(C(R⁹)₂)_pOH; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4
 substituents which may be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹²,
 5 -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰,
 -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂,
 -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a heteroaryl
 ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2
 heteroatoms which may be the same or different, selected from N, O and S where
 10 the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may
 be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane,
 -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH,
 -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH,
 -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a bicyclic heteroaryl ring
 15 system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same
 or different selected from N, O and S wherein the bicyclic heteroaryl ring system
 may be optionally substituted with 1 to 4 substituents which may be the same or
 different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN,
 -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰,
 20 -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰,
 -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;

- R⁴ is selected from -(C(R⁹)₂)_rH, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 25 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 30 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,

$-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$,
 $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which

5 may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-
dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$,
 $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$,
 $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring
10 having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms
which may be the same or different, selected from N, O and S wherein the heteroaryl
ring may be optionally substituted with 1 to 4 substituents which may be the same or
different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$,
 $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,
 $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$,
15 $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20
atoms containing 1 to 4 heteroatoms which may be the same or different selected
from N, O and S wherein the bicyclic heteroaryl ring system may be optionally
substituted with 1 to 4 substituents which may be the same or different selected from
 $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$,
20 $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
 R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms,
preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to
6 carbon atoms;

25 R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6
carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted
with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms

30 optionally substituted with 1 to 4 substituents which may be the same or different

- selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶R¹², -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶R¹², -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶R¹², -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,

-NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 5 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q;

R⁹ is independently -H, -F or -R⁵;

R¹⁰ is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

10

R¹¹ is a cycloalkyl group of 3 to 10 carbon atoms;

R¹² is -N(O)_n R¹³R¹⁴ or -N⁺(R¹⁰R¹³R¹⁴)J⁻;

provided that when R¹² is N(O)_n R¹³R¹⁴ and n is 1, R¹³ or R¹⁴ are not H;

15

R¹³ and R¹⁴ are independently selected from a group consisting of -H, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qaryl-R¹⁵, -(C(R⁹)₂)_qheteroaryl-R¹⁵, -(C(R⁹)₂)_qheterocyclyl-R¹⁵,
 -(C(R⁹)₂)_pOR¹⁶, -(C(R⁹)₂)_pNR¹⁶R¹⁷, -(C(R⁹)₂)_pS(O)_mR¹⁶, -(C(R⁹)₂)_pCO₂R¹⁶,
 -(C(R⁹)₂)_pC(O)NHR¹⁶ and -(C(R⁹)₂)_pC(O)R¹⁵; further provided that R¹³ and R¹⁴ may

20 optionally be taken together with the nitrogen to which they are attached forming a
 heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either
 nitrogen or carbon by one or more selected from the group, -R⁵, -R¹¹,

-(C(R⁹)₂)_qarylR¹⁵, -(C(R⁹)₂)_qheteroarylR¹⁵, -(C(R⁹)₂)_qheterocyclylR¹⁵,
 -(C(R⁹)₂)_qCO₂R¹⁶, -(C(R⁹)₂)_qC(O)NHR¹⁶, and -(C(R⁹)₂)_qC(O)R¹⁵; or optionally

25 substituted on carbon by -F, -(C(R⁷)₂)_qOR¹⁶, -(C(R⁷)₂)_qNR¹⁶R¹⁷, and

-(C(R⁹)₂)_qS(O)_mR¹⁶; or optionally substituted on nitrogen by -(C(R⁹)₂)_pOR¹⁶,
 -(C(R⁹)₂)_pNR¹⁶R¹⁷, and -(C(R⁹)₂)_pS(O)_mR¹⁶;

R¹⁵ is independently selected from a group consisting of -H, -R⁵, -R¹¹,

30 -(C(R⁹)₂)_qaryl,

$-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$,
 $-(C(R^9)_2)_q\text{NH}_2$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_q\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{COR}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{H}$, and $-(C(R^9)_2)_q\text{CONH}_2$;

5 R^{16} and R^{17} are independently selected from a group consisting of $-\text{H}$, $-\text{R}^5$, $-\text{R}^{11}$,
 $-(C(R^9)_2)_q\text{aryl}$, $-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_p\text{OH}$,
 $-(C(R^9)_2)_p\text{OR}^{10}$, $-(C(R^9)_2)_p\text{NH}_2$, $-(C(R^9)_2)_p\text{NHR}^{10}$, $-(C(R^9)_2)_p\text{NR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_p\text{CONHR}^{10}$, $-(C(R^9)_2)_p\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{COR}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{H}$, and $-(C(R^9)_2)_p\text{CONH}_2$;

10 R^{18} is independently selected from the group consisting of $-\text{H}$, $-\text{aryl}$, $-\text{R}^5$, $-\text{R}^6\text{NH}_2$,
 $-\text{R}^6\text{NHR}^5$ and $-\text{R}^6\text{Q}$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_r\text{H}$,
 then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole,

15 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or
 alkynyl; or

b. R^3 is not monosubstituted by $-\text{R}^{10}$, $-(C(R^9)_2)_q\text{OH}$, or $-(C(R^9)_2)_q\text{OR}^{10}$
 when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole,
 1,2,4-triazole, tetrazole or pyridine; and

20 c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene,
 furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or
 pyridine when R^3 is substituted by $-(C(R^9)_2)_s\text{R}^{12}$ and R^{12} is $-\text{NR}^{13}\text{R}^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,

25 $-\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{J}$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

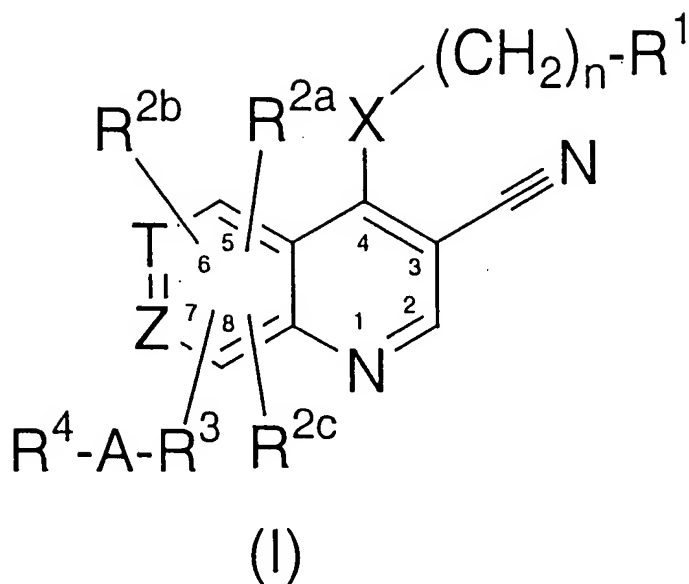
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is $-O-$ and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

140. A method of inhibiting the biological effects of a deregulated protein kinase in a mammal which comprises administering to said mammal an effective amount of a compound of Formula (I)



wherein:

X is $-\text{NH}-$, $-\text{NR}^5-$, $-\text{O}-$, or $-\text{S}(\text{O})_m-$;

5 n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

10 r is an integer of 0 to 5;

J is halogen;

A is $-(\text{C}(\text{R}^9)_2)_r-$, $-\text{C}(\text{O})-$, $-\text{C}(\text{O})(\text{C}(\text{R}^9)_2)_r-$, $-(\text{C}(\text{R}^9)_2)_r \text{C}(\text{O})-$, $-\text{cycloalkyl}-$ or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

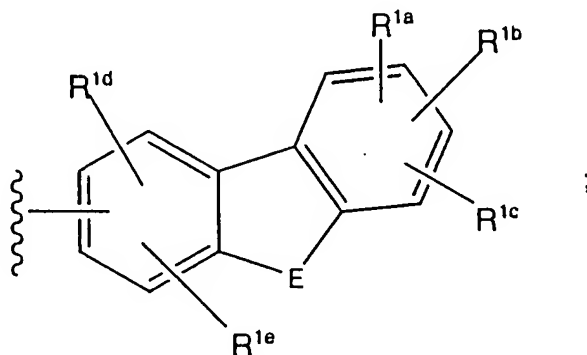
15 R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from $-\text{H}$, $-\text{J}$, $-\text{NO}_2$, $-\text{NH}_2$, $-\text{OH}$, $-\text{SH}$, $-\text{CN}$, $-\text{N}_3$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NHC}(\text{O})\text{NH}_2$, $-\text{C}(\text{O})\text{H}$, $-\text{CF}_3$, $-\text{OCF}_3$, $-\text{R}^5$, $-\text{OR}^5$,
 20 $-\text{NHR}^5$, $-\text{Q}$, $-\text{S}(\text{O})_m\text{R}^5$, $-\text{NH}\text{SO}_2\text{R}^5$, $-\text{R}^6\text{OH}$, $-\text{R}^6\text{OR}^5$, $-\text{R}^6\text{NH}_2$, $-\text{R}^6\text{NHR}^5$, $-\text{R}^6\text{Q}$.

- $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$,
 $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$,
 $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$,
 $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$,
5 $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$,
 $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$,
 $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from $-C(O)-$,
 $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$,
 $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$,
10 $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and
trans $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;
a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1
or 2 heteroatoms which may be the same or different, selected from N, O and S
wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents
15 which may be the same or different selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$,
 $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$,
 $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,
 $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,
 $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,
20 $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,
 $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$,
 $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$,
 $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein
Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$,
25 $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$,
 $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$,
 $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon
atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms

- 30 which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula

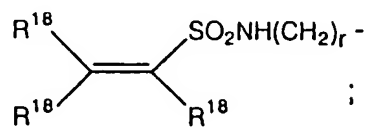
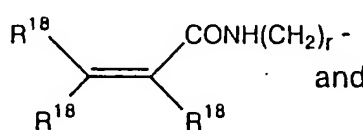
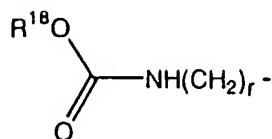
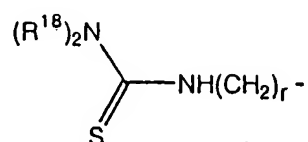
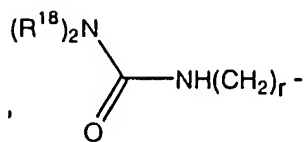
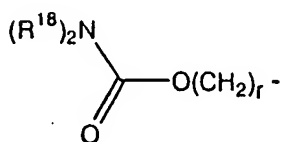
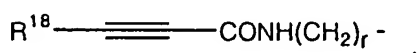


E is -NH-, -NR⁵-, -O-, -S(O)_m-, -C(O)-, -CH₂-, -CHR⁵- or -CR⁵R⁵-;

Q is -NR⁵R⁵ and further provided that when each R⁵ is independently selected from alkyl and alkenyl, R⁵R⁵ may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵,

- $-\text{OR}^5$, $-\text{NHR}^5$, $-\text{Q}$, $-\text{S(O)}_m\text{R}^5$, $-\text{NH}\text{SO}_2\text{R}^5$, $-\text{R}^6\text{OH}$, $-\text{R}^6\text{OR}^5$, $-\text{R}^6\text{NH}_2$, $-\text{R}^6\text{NHR}^5$, $-\text{R}^6\text{Q}$,
 $-\text{R}^6\text{SH}$, $-\text{R}^6\text{S(O)}_m\text{R}^5$, $-\text{NHR}^7\text{OH}$, $-\text{NHR}^7\text{OR}^5$, $-\text{N(R}^5\text{)R}^7\text{OH}$, $-\text{N(R}^5\text{)R}^7\text{OR}^5$,
 $-\text{NHR}^7\text{NH}_2$, $-\text{NHR}^7\text{NHR}^5$, $-\text{NHR}^7\text{Q}$, $-\text{N(R}^5\text{)R}^7\text{NH}_2$, $-\text{N(R}^5\text{)R}^7\text{NHR}^5$, $-\text{N(R}^5\text{)R}^7\text{Q}$,
 $-\text{OR}^7\text{OH}$, $-\text{OR}^7\text{OR}^5$, $-\text{OR}^7\text{NH}_2$, $-\text{OR}^7\text{NHR}^5$, $-\text{OR}^7\text{Q}$, $-\text{OC(O)R}^5$, $-\text{NHC(O)R}^5$,
5 $-\text{NHC(O)NHR}^5$, $-\text{OR}^6\text{C(O)R}^5$, $-\text{NHR}^6\text{C(O)R}^5$, $-\text{C(O)R}^5$, $-\text{C(O)OR}^5$, $-\text{C(O)NHR}^5$,
 $-\text{C(O)Q}$, $-\text{R}^6\text{C(O)H}$, $-\text{R}^6\text{C(O)R}^5$, $-\text{R}^6\text{C(O)OH}$, $-\text{R}^6\text{C(O)OR}^5$, $-\text{R}^6\text{C(O)NH}_2$,
 $-\text{R}^6\text{C(O)NHR}^5$, $-\text{R}^6\text{C(O)Q}$, $-\text{R}^6\text{OC(O)R}^5$, $-\text{R}^6\text{OC(O)NH}_2$, $-\text{R}^6\text{OC(O)NHR}^5$, $-\text{aryl}$,
 $-\text{CH}_2\text{aryl}$, $-\text{NHaryl}$, $-\text{Oaryl}$, $-\text{S(O)}_m\text{aryl}$, $-\text{R}^{11}$, $-\text{OR}^{11}$, $-\text{NHR}^{11}$ and $-\text{R}^6\text{OC(O)Q}$;
 R^{2a} , R^{2b} , and R^{2c} , are each, independently selected from $-\text{H}$, $-\text{aryl}$, $-\text{CH}_2\text{aryl}$, $-\text{Oaryl}$,
10 $-\text{S(O)}_m\text{aryl}$, $-\text{J}$, $-\text{NO}_2$, $-\text{OH}$, $-\text{SH}$, $-\text{CN}$, $-\text{N}_3$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NHC(O)NH}_2$,
 $-\text{C(O)H}$, $-\text{CF}_3$, $-\text{OCF}_3$, $-\text{R}^5$, $-\text{OR}^5$, $-\text{S(O)}_m\text{R}^5$, $-\text{NH}\text{SO}_2\text{R}^5$, $-\text{R}^{11}$, $-\text{OR}^{11}$, $-\text{R}^6\text{OH}$,
 $-\text{R}^6\text{OR}^5$, $-\text{R}^6\text{SH}$, $-\text{R}^6\text{S(O)}_m\text{R}^5$, $-\text{OR}^7\text{OH}$, $-\text{OR}^7\text{OR}^5$, $-\text{OC(O)R}^5$, $-\text{NHC(O)R}^5$,
 $-\text{NHC(O)NHR}^5$, $-\text{OR}^6\text{C(O)R}^5$, $-\text{NHR}^6\text{C(O)R}^5$, $-\text{C(O)R}^5$, $-\text{C(O)OR}^5$, $-\text{C(O)NHR}^5$,
15 $-\text{C(O)Q}$, $-\text{R}^6\text{C(O)H}$, $-\text{R}^6\text{C(O)R}^5$, $-\text{R}^6\text{C(O)OH}$, $-\text{R}^6\text{C(O)OR}^5$, $-\text{R}^6\text{C(O)NH}_2$,
 $-\text{R}^6\text{C(O)NHR}^5$, $-\text{R}^6\text{C(O)Q}$, $-\text{R}^6\text{OC(O)R}^5$, $-\text{R}^6\text{OC(O)NH}_2$, $-\text{R}^6\text{OC(O)NHR}^5$,
 $-\text{R}^6\text{OC(O)Q}$, $-\text{G}-(\text{C(R}^9\text{)})_2\text{p}-\text{R}^{12}$, $-(\text{C(R}^9\text{)})_2\text{q}-\text{R}^{12}$,



G is $-\text{NH}-$, $-\text{NR}^{10}-$, $-\text{O}-$ or $-\text{S(O)}_m-$;

- 20 R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or
more of $-\text{R}^{10}$, $-(\text{C(R}^9\text{)})_2\text{sR}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$,
 $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C(R}^9\text{)})_2\text{qOH}$, $-(\text{C(R}^9\text{)})_2\text{qOR}^{10}$, $-(\text{C(R}^9\text{)})_2\text{qNHR}^{10}$,
 $-(\text{C(R}^9\text{)})_2\text{qJ}$, $-(\text{C(R}^9\text{)})_2\text{qNH}_2$, $-(\text{C(R}^9\text{)})_2\text{rH}$, $-\text{G}(\text{C(R}^9\text{)})_2\text{pOR}^{10}$, $-\text{G}(\text{C(R}^9\text{)})_2\text{pR}^{12}$, and
 $-\text{G}(\text{C(R}^9\text{)})_2\text{pOH}$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or
25 more of $-\text{R}^{10}$, $-(\text{C(R}^9\text{)})_2\text{sR}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$,

- CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰,
 -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and
 -G(C(R⁹)₂)_pOH; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4
 substituents which may be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹²,
 5 -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰,
 -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂,
 -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a heteroaryl
 ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2
 heteroatoms which may be the same or different, selected from N, O and S where
 10 the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may
 be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane,
 -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH,
 -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH,
 -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a bicyclic heteroaryl ring
 15 system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same
 or different selected from N, O and S wherein the bicyclic heteroaryl ring system
 may be optionally substituted with 1 to 4 substituents which may be the same or
 different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN,
 -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰,
 20 -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰,
 -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;

- R⁴ is selected from -(C(R⁹)₂)_rH, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 25 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 30 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,

$-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$,
 $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which

- 5 may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$,
 $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$,
 $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring
 having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms
 10 which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$,
 $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,
 $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$,
 15 $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from
 $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$,
 20 $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
 R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

- 25 R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms

- 30 optionally substituted with 1 to 4 substituents which may be the same or different

- selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH,
- 5 -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶R¹², -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂,
- 10 -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN,
- 15 -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵,
- 20 -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶R¹², -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein
- 25 the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶R¹²,
- 30 -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,

- NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 5 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q;

R⁹ is independently -H, -F or -R⁵;

R¹⁰ is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

10

R¹¹ is a cycloalkyl group of 3 to 10 carbon atoms;

R¹² is -N(O)_n R¹³R¹⁴ or -N⁺(R¹⁰R¹³R¹⁴)J⁻;

provided that when R¹² is N(O)_n R¹³R¹⁴ and n is 1, R¹³ or R¹⁴ are not H;

15

R¹³ and R¹⁴ are independently selected from a group consisting of -H, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qaryl-R¹⁵, -(C(R⁹)₂)_qheteroaryl-R¹⁵, -(C(R⁹)₂)_qheterocyclyl-R¹⁵,
 -(C(R⁹)₂)_pOR¹⁶, -(C(R⁹)₂)_pNR¹⁶R¹⁷, -(C(R⁹)₂)_pS(O)_mR¹⁶, -(C(R⁹)₂)_pCO₂R¹⁶,
 -(C(R⁹)₂)_pC(O)NHR¹⁶ and -(C(R⁹)₂)_pC(O)R¹⁵; further provided that R¹³ and R¹⁴ may

- 20 optionally be taken together with the nitrogen to which they are attached forming a
 heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either
 nitrogen or carbon by one or more selected from the group, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qarylR¹⁵, -(C(R⁹)₂)_qheteroarylR¹⁵, -(C(R⁹)₂)_qheterocyclylR¹⁵,
 -(C(R⁹)₂)_qCO₂R¹⁶, -(C(R⁹)₂)_qC(O)NHR¹⁶, and -(C(R⁹)₂)_qC(O)R¹⁵; or optionally
 25 substituted on carbon by -F, -(C(R⁷)₂)_qOR¹⁶, -(C(R⁷)₂)_qNR¹⁶R¹⁷, and
 -(C(R⁹)₂)_qS(O)_mR¹⁶; or optionally substituted on nitrogen by -(C(R⁹)₂)_pOR¹⁶,
 -(C(R⁹)₂)_pNR¹⁶R¹⁷, and -(C(R⁹)₂)_pS(O)_mR¹⁶;

R¹⁵ is independently selected from a group consisting of -H, -R⁵, -R¹¹,

- 30 -(C(R⁹)₂)_qaryl,

$-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$,
 $-(C(R^9)_2)_q\text{NH}_2$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{R}^{10}$, $-(C(R^9)_2)_q\text{S(O)}_m\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_q\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{CONR}^{10}\text{R}^{10}$, $-(C(R^9)_2)_q\text{COR}^{10}$, -
 $(C(R^9)_2)_q\text{CO}_2\text{H}$, and $-(C(R^9)_2)_q\text{CONH}_2$;

5 R^{16} and R^{17} are independently selected from a group consisting of $-\text{H}$, $-\text{R}^5$, $-\text{R}^{11}$,
 $-(C(R^9)_2)_q\text{aryl}$, $-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_p\text{OH}$,
 $-(C(R^9)_2)_p\text{OR}^{10}$, $-(C(R^9)_2)_p\text{NH}_2$, $-(C(R^9)_2)_p\text{NHR}^{10}$, $-(C(R^9)_2)_p\text{NR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_p\text{CONHR}^{10}$, $-(C(R^9)_2)_p\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{COR}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{H}$, and $-(C(R^9)_2)_p\text{CONH}_2$;

10 R^{18} is independently selected from the group consisting of $-\text{H}$, $-\text{aryl}$, $-\text{R}^5$, $-\text{R}^6\text{NH}_2$,
 $-\text{R}^6\text{NHR}^5$ and $-\text{R}^6\text{Q}$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_r\text{H}$,
then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole,

15 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or
alkynyl; or

b. R^3 is not monosubstituted by $-\text{R}^{10}$, $-(C(R^9)_2)_q\text{OH}$, or $-(C(R^9)_2)_q\text{OR}^{10}$
when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole,
1,2,4-triazole, tetrazole or pyridine; and

20 c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene,
furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or
pyridine when R^3 is substituted by $-(C(R^9)_2)_s\text{R}^{12}$ and R^{12} is $-\text{NR}^{13}\text{R}^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,
25 $-\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{J}$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

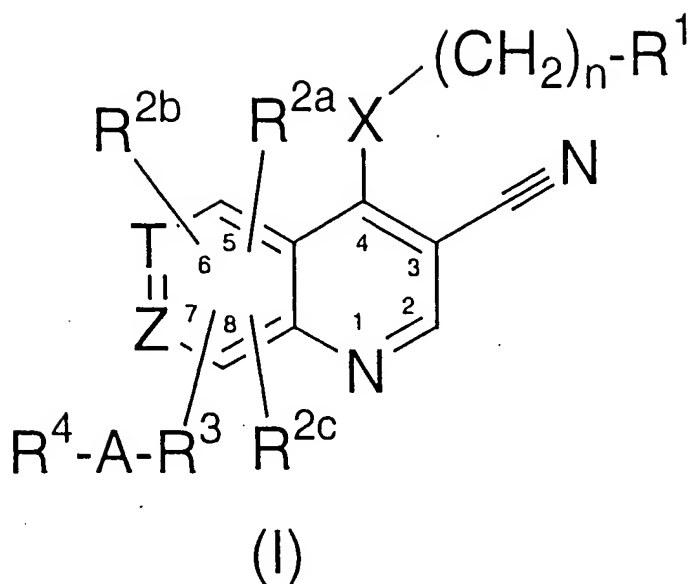
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is $-O-$ and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

141. A pharmaceutical composition for treating or inhibiting disease in a mammal characterized by abnormal growth of cells which comprises administering to a mammal in need thereof an effective amount of a compound of Formula (I) having the structure:



wherein:

X is -NH- , $\text{-NR}^5\text{-}$, -O- , or $\text{-S(O)}_m\text{-}$;

5 n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

10 r is an integer of 0 to 5;

J is halogen;

A is $\text{-(C(R}^9\text{)}_2\text{)}_r\text{-}$, -C(O)- , $\text{-C(O)(C(R}^9\text{)}_2\text{)}_r\text{-}$, $\text{-(C(R}^9\text{)}_2\text{)}_r\text{C(O)-}$, -cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

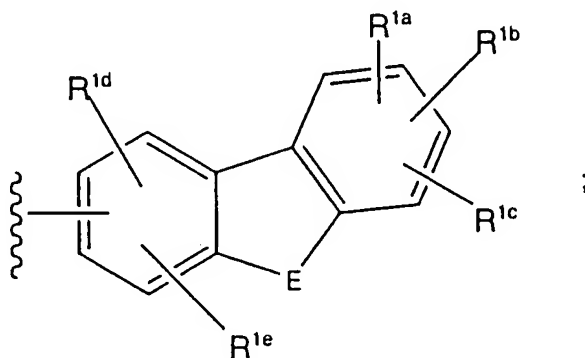
15 R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H , -J , -NO_2 , -NH_2 , -OH , -SH , -CN , -N_3 , -COOH , -CONH_2 , -NHC(O)NH_2 , -C(O)H , -CF_3 , -OCF_3 , -R^5 , -OR^5 , -NHR^5 , -Q , $\text{-S(O)}_m\text{R}^5$, $\text{-NHSO}_2\text{R}^5$, $\text{-R}^6\text{OH}$, $\text{-R}^6\text{OR}^5$, $\text{-R}^6\text{NH}_2$, $\text{-R}^6\text{NHR}^5$, $\text{-R}^6\text{Q}$,

20

- $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$,
 $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$,
 $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$,
 $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$,
5 $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$,
 $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$,
 $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from $-C(O)-$,
 $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$,
 $-O(C(R^9)_2)_q$, $-S(O)_m(C(R^9)_2)_q$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$,
10 $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and
trans $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;
a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1
or 2 heteroatoms which may be the same or different, selected from N, O and S
wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents
15 which may be the same or different selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$,
 $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$,
 $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,
 $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,
 $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,
20 $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,
 $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$,
 $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$,
 $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein
Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$,
25 $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q$, $-S(O)_m(C(R^9)_2)_q$, $-NH(C(R^9)_2)_q$,
 $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$,
 $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon
atoms;

- a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms
30 which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q, -S(O)_m(C(R⁹)₂)_q, -NH(C(R⁹)₂)_q, -NR¹⁰(C(R⁹)₂)_q, -(C(R⁹)₂)_q, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula

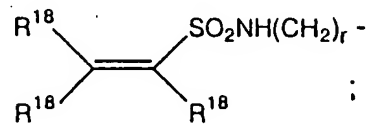
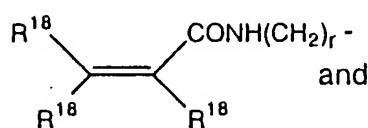
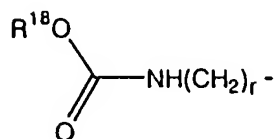
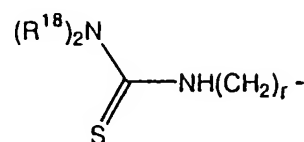
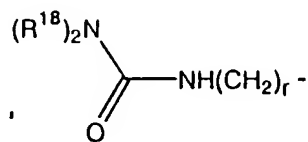
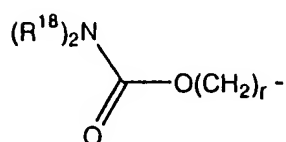
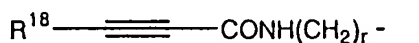


E is -NH-, -NR⁵-, -O-, -S(O)_m-, -C(O)-, -CH₂-, -CHR⁵- or -CR⁵R⁵-;

Q is -NR⁵R⁵ and further provided that when each R⁵ is independently selected from alkyl and alkenyl, R⁵R⁵ may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵,

- OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -R¹¹, -OR¹¹, -NHR¹¹ and -R⁶OC(O)Q;
 R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, -CH₂aryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -S(O)_mR⁵, -NH₂SO₂R⁵, -R¹¹, -OR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶SH, -R⁶S(O)_mR⁵, -OR⁷OH, -OR⁷OR⁵, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q, -G-(C(R⁹)₂)_p-R¹², -(C(R⁹)₂)_q-R¹²,



G is -NH-, -NR¹⁰-, -O- or -S(O)_m-;

- R³ is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂,

$-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and
 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4
substituents which may be the same or different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$,
5 $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$,
 $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; a heteroaryl
ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2
heteroatoms which may be the same or different, selected from N, O and S where
10 the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may
be the same or different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane,
 $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$,
 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; a bicyclic heteroaryl ring
15 system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same
or different selected from N, O and S wherein the bicyclic heteroaryl ring system
may be optionally substituted with 1 to 4 substituents which may be the same or
different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$,
 $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$,
20 $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$,
 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$;

R^4 is selected from $-(\text{C}(\text{R}^9)_2)_r\text{H}$, optionally substituted with one or more of $-\text{R}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,
25 $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$;
alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-\text{R}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,
 $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$,
30 $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$;
alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-\text{R}^{10}$,

$-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$,
 $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which

- 5 may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$,
 $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$,
 $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring
 having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms
 10 which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$,
 $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,
 $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$,
 15 $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from
 $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$,
 20 $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
 R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

- 25 R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms

- 30 optionally substituted with 1 to 4 substituents which may be the same or different

- selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -R⁶R¹², -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -R⁶R¹², -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶R¹², -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,

- NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 5 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q;

R⁹ is independently -H, -F or -R⁵;

R¹⁰ is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

10

R¹¹ is a cycloalkyl group of 3 to 10 carbon atoms;

R¹² is -N(O)_n R¹³R¹⁴ or -N⁺(R¹⁰R¹³R¹⁴)J⁻;

provided that when R¹² is N(O)_n R¹³R¹⁴ and n is 1, R¹³ or R¹⁴ are not H;

15

R¹³ and R¹⁴ are independently selected from a group consisting of -H, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qaryl-R¹⁵, -(C(R⁹)₂)_qheteroaryl-R¹⁵, -(C(R⁹)₂)_qheterocyclyl-R¹⁵,
 -(C(R⁹)₂)_pOR¹⁶, -(C(R⁹)₂)_pNR¹⁶R¹⁷, -(C(R⁹)₂)_pS(O)_mR¹⁶, -(C(R⁹)₂)_pCO₂R¹⁶,
 -(C(R⁹)₂)_pC(O)NHR¹⁶ and -(C(R⁹)₂)_pC(O)R¹⁵; further provided that R¹³ and R¹⁴ may

- 20 optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, -R⁵, -R¹¹,

-(C(R⁹)₂)_qarylR¹⁵, -(C(R⁹)₂)_qheteroarylR¹⁵, -(C(R⁹)₂)_qheterocyclylR¹⁵,
 -(C(R⁹)₂)_qCO₂R¹⁶, -(C(R⁹)₂)_qC(O)NHR¹⁶, and -(C(R⁹)₂)_qC(O)R¹⁵; or optionally

- 25 substituted on carbon by -F, -(C(R⁷)₂)_qOR¹⁶, -(C(R⁷)₂)_qNR¹⁶R¹⁷, and

-(C(R⁹)₂)_qS(O)_mR¹⁶; or optionally substituted on nitrogen by -(C(R⁹)₂)_pOR¹⁶,
 -(C(R⁹)₂)_pNR¹⁶R¹⁷, and -(C(R⁹)₂)_pS(O)_mR¹⁶;

R¹⁵ is independently selected from a group consisting of -H, -R⁵, -R¹¹,

- 30 -(C(R⁹)₂)_qaryl,

$-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$,
 $-(C(R^9)_2)_q\text{NH}_2$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_q\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{COR}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{H}$, and $-(C(R^9)_2)_q\text{CONH}_2$;

5 R^{16} and R^{17} are independently selected from a group consisting of $-\text{H}$, $-\text{R}^5$, $-\text{R}^{11}$,
 $-(C(R^9)_2)_q\text{aryl}$, $-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_p\text{OH}$,
 $-(C(R^9)_2)_p\text{OR}^{10}$, $-(C(R^9)_2)_p\text{NH}_2$, $-(C(R^9)_2)_p\text{NHR}^{10}$, $-(C(R^9)_2)_p\text{NR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_p\text{CONHR}^{10}$, $-(C(R^9)_2)_p\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{COR}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{H}$, and $-(C(R^9)_2)_p\text{CONH}_2$;

10 R^{18} is independently selected from the group consisting of $-\text{H}$, $-\text{aryl}$, $-\text{R}^5$, $-\text{R}^6\text{NH}_2$,
 $-\text{R}^6\text{NHR}^5$ and $-\text{R}^6\text{Q}$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_r\text{H}$,
 then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole,

15 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or
 alkynyl; or

b. R^3 is not monosubstituted by $-\text{R}^{10}$, $-(C(R^9)_2)_q\text{OH}$, or $-(C(R^9)_2)_q\text{OR}^{10}$
 when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole,
 1,2,4-triazole, tetrazole or pyridine; and

20 c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene,
 furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or
 pyridine when R^3 is substituted by $-(C(R^9)_2)_s\text{R}^{12}$ and R^{12} is $-\text{NR}^{13}\text{R}^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,
 25 $-\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{J}$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

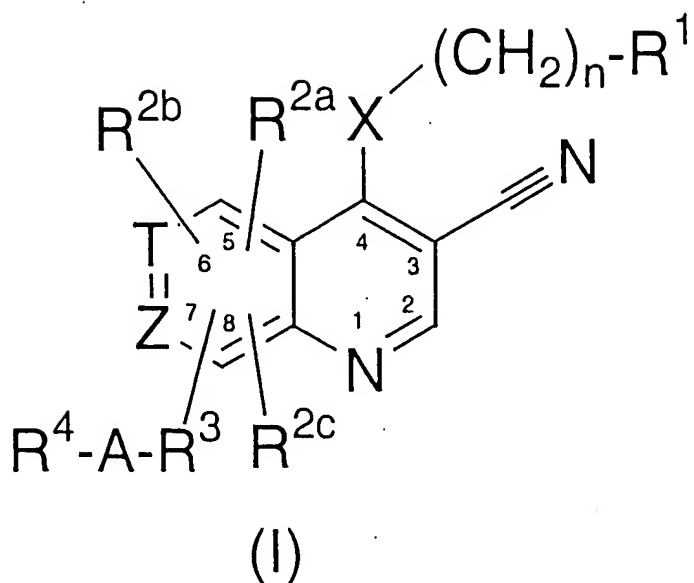
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is $-O-$ and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

142. A method of treating or inhibiting the progression of restenosis in a mammal in need thereof which comprises providing to said mammal an effective amount of a PDGFr kinase inhibitor of Formula (I), having the structure



wherein:

X is -NH- , $\text{-NR}^5\text{-}$, -O- , or $\text{-S(O)}_m\text{-}$;

5 n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

10 r is an integer of 0 to 5;

J is halogen;

A is $\text{-(C(R}^9\text{)}_2\text{)}_r\text{-}$, -C(O)- , $\text{-C(O)(C(R}^9\text{)}_2\text{)}_r\text{-}$, $\text{-(C(R}^9\text{)}_2\text{)}_r\text{C(O)-}$, -cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

15 R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H , -J , -NO_2 , -NH_2 , -OH , -SH , -CN , -N_3 , -COOH , -CONH_2 , -NHC(O)NH_2 , -C(O)H , -CF_3 , -OCF_3 , -R^5 , -OR^5 , -NHR^5 , -Q , $\text{-S(O)}_m\text{R}^5$, $\text{-NHSO}_2\text{R}^5$, $\text{-R}^6\text{OH}$, $\text{-R}^6\text{OR}^5$, $\text{-R}^6\text{NH}_2$, $\text{-R}^6\text{NHR}^5$, $\text{-R}^6\text{Q}$,

20

- $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$,
 $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$,
 $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$,
 $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$,
5 $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$,
 $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$,
 $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from $-C(O)-$,
 $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$,
 $-O(C(R^9)_2)_q$, $-S(O)_m(C(R^9)_2)_q$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$,
10 $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and
trans $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;

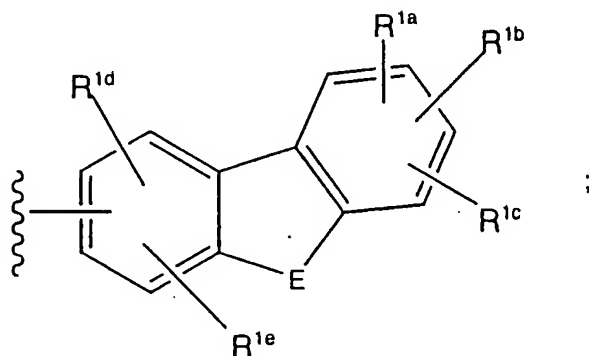
a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents

- 15 which may be the same or different selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$,
 $-CN$, $-N_3$, $-\dot{C}OOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$,
 $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,
 $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,
 $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,
 20 $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,
 $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$,
 $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$,
 $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein
 Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$,
 25 $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q$, $-S(O)_m(C(R^9)_2)_q$, $-NH(C(R^9)_2)_q$,
 $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$,
 $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon
 atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms

- 30 which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula

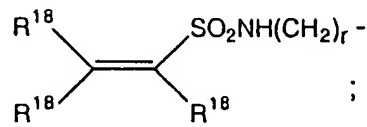
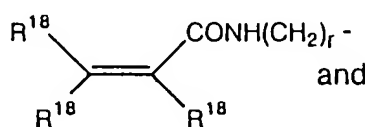
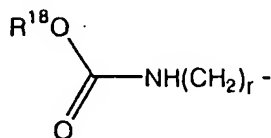
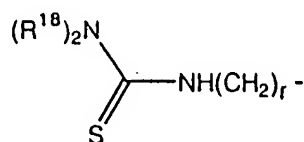
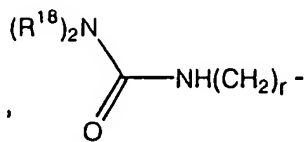
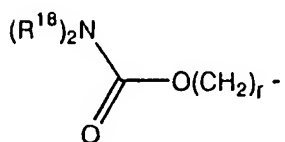


E is -NH-, -NR⁵-, -O-, -S(O)_m-, -C(O)-, -CH₂-, -CHR⁵- or -CR⁵R⁵-;

Q is -NR⁵R⁵ and further provided that when each R⁵ is independently selected from alkyl and alkenyl, R⁵R⁵ may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵,

- OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵,
 5 -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -R¹¹, -OR¹¹, -NHR¹¹ and -R⁶OC(O)Q;
 R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, -CH₂aryl, -Oaryl,
 10 -S(O)_maryl, -J, -NO₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -S(O)_mR⁵, -NH₂SO₂R⁵, -R¹¹, -OR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶SH, -R⁶S(O)_mR⁵, -OR⁷OH, -OR⁷OR⁵, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂,
 15 -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q, -G-(C(R⁹))₂_p-R¹², -(C(R⁹))₂_q-R¹²,



and

G is -NH-, -NR¹⁰-, -O- or -S(O)_m-;

- 20 R³ is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰, -(C(R⁹))₂_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹))₂_qOH, -(C(R⁹))₂_qOR¹⁰, -(C(R⁹))₂_qNHR¹⁰, -(C(R⁹))₂_qJ, -(C(R⁹))₂_qNH₂, -(C(R⁹))₂_rH, -G(C(R⁹))₂_pOR¹⁰, -G(C(R⁹))₂_pR¹², and -G(C(R⁹))₂_pOH; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or
 25 more of -R¹⁰, -(C(R⁹))₂_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂,

- CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰,
 -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and
 -G(C(R⁹)₂)_pOH; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4
 substituents which may be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹²,
 5 -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰,
 -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂,
 -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a heteroaryl
 ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2
 heteroatoms which may be the same or different, selected from N, O and S where
 10 the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may
 be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane,
 -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH,
 -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH,
 -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a bicyclic heteroaryl ring
 15 system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same
 or different selected from N, O and S wherein the bicyclic heteroaryl ring system
 may be optionally substituted with 1 to 4 substituents which may be the same or
 different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN,
 -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰,
 20 -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰,
 -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
- R⁴ is selected from -(C(R⁹)₂)_rH, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 25 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 30 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,

$-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$,
 $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which

- 5 may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$,
 $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$,
 $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring
 10 having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms
 which may be the same or different, selected from N, O and S wherein the heteroaryl
 ring may be optionally substituted with 1 to 4 substituents which may be the same or
 different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$,
 $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,
 $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$,
 15 $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20
 atoms containing 1 to 4 heteroatoms which may be the same or different selected
 from N, O and S wherein the bicyclic heteroaryl ring system may be optionally
 substituted with 1 to 4 substituents which may be the same or different selected from
 $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$,
 20 $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
 R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms,
 preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to
 6 carbon atoms;

- 25 R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6
 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted
 with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms

- 30 optionally substituted with 1 to 4 substituents which may be the same or different

- selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -R⁶R¹²,
5 -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂,
10 -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from
-H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN,
15 -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵,
20 -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶R¹², -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein
25 the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶R¹²,
30 -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,

-NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 5 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q;

R⁹ is independently -H, -F or -R⁵;

R¹⁰ is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

10

R¹¹ is a cycloalkyl group of 3 to 10 carbon atoms;

R¹² is -N(O)_n R¹³R¹⁴ or -N⁺(R¹⁰R¹³R¹⁴)J⁻;

provided that when R¹² is N(O)_n R¹³R¹⁴ and n is 1, R¹³ or R¹⁴ are not H;

15

R¹³ and R¹⁴ are independently selected from a group consisting of -H, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qaryl-R¹⁵, -(C(R⁹)₂)_qheteroaryl-R¹⁵, -(C(R⁹)₂)_qheterocyclyl-R¹⁵,
 -(C(R⁹)₂)_pOR¹⁶, -(C(R⁹)₂)_pNR¹⁶R¹⁷, -(C(R⁹)₂)_pS(O)_mR¹⁶, -(C(R⁹)₂)_pCO₂R¹⁶,
 -(C(R⁹)₂)_pC(O)NHR¹⁶ and -(C(R⁹)₂)_pC(O)R¹⁵; further provided that R¹³ and R¹⁴ may

20 optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qarylR¹⁵, -(C(R⁹)₂)_qheteroarylR¹⁵, -(C(R⁹)₂)_qheterocyclylR¹⁵,
 -(C(R⁹)₂)_qCO₂R¹⁶, -(C(R⁹)₂)_qC(O)NHR¹⁶, and -(C(R⁹)₂)_qC(O)R¹⁵; or optionally
 25 substituted on carbon by -F, -(C(R⁷)₂)_qOR¹⁶, -(C(R⁷)₂)_qNR¹⁶R¹⁷, and
 -(C(R⁹)₂)_qS(O)_mR¹⁶; or optionally substituted on nitrogen by -(C(R⁹)₂)_pOR¹⁶,
 -(C(R⁹)₂)_pNR¹⁶R¹⁷, and -(C(R⁹)₂)_pS(O)_mR¹⁶;

R¹⁵ is independently selected from a group consisting of -H, -R⁵, -R¹¹,

30 -(C(R⁹)₂)_qaryl,

$-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$,
 $-(C(R^9)_2)_q\text{NH}_2$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_q\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{COR}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{H}$, and $-(C(R^9)_2)_q\text{CONH}_2$;

- 5 R^{16} and R^{17} are independently selected from a group consisting of $-\text{H}$, $-\text{R}^5$, $-\text{R}^{11}$,
 $-(C(R^9)_2)_q\text{aryl}$, $-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_p\text{OH}$,
 $-(C(R^9)_2)_p\text{OR}^{10}$, $-(C(R^9)_2)_p\text{NH}_2$, $-(C(R^9)_2)_p\text{NHR}^{10}$, $-(C(R^9)_2)_p\text{NR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_p\text{CONHR}^{10}$, $-(C(R^9)_2)_p\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{COR}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{H}$, and $-(C(R^9)_2)_p\text{CONH}_2$;

- 10 R^{18} is independently selected from the group consisting of $-\text{H}$, $-\text{aryl}$, $-\text{R}^5$, $-\text{R}^6\text{NH}_2$,
 $-\text{R}^6\text{NHR}^5$ and $-\text{R}^6\text{Q}$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_r\text{H}$,
then,

- a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole,

- 15 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or
alkynyl; or

- b. R^3 is not monosubstituted by $-\text{R}^{10}$, $-(C(R^9)_2)_q\text{OH}$, or $-(C(R^9)_2)_q\text{OR}^{10}$
when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole,
1,2,4-triazole, tetrazole or pyridine; and

- 20 c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene,
furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or
pyridine when R^3 is substituted by $-(C(R^9)_2)_s\text{R}^{12}$ and R^{12} is $-\text{NR}^{13}\text{R}^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

- a. R^4 is not substituted by $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,
25 $-\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{J}$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

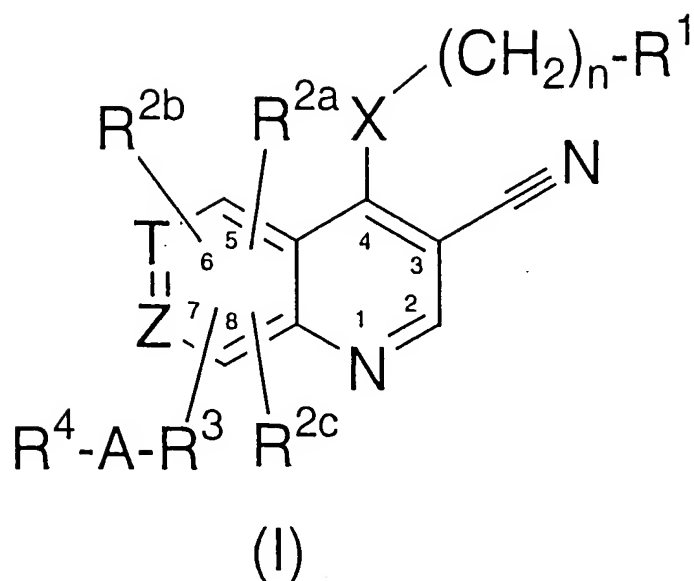
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is $-O-$ and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

143. A method of treating, inhibiting or eradicating autoimmune diseases which include rheumatoid arthritis, sepsis and transplant rejection in a mammal in need thereof which comprises providing to said mammal an effective amount of a Zap-70 or Lck kinase inhibitor of Formula (I), having the structure



wherein:

X is -NH- , $\text{-NR}^5\text{-}$, -O- , or $\text{-S(O)}_m\text{-}$;

5 n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

10 r is an integer of 0 to 5;

J is halogen;

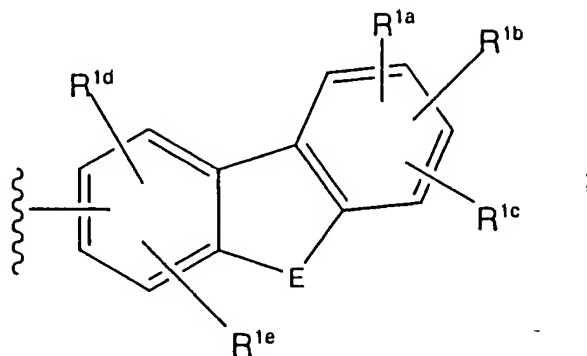
A is $\text{-(C(R}^9\text{))}_2\text{-}$, -C(O)- , $\text{-C(O)(C(R}^9\text{))}_2\text{-}$, $\text{-(C(R}^9\text{))}_2\text{C(O)-}$, -cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

15 R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H , -J , -NO_2 , -NH_2 , -OH , -SH , -CN , -N_3 , -COOH , -CONH_2 , -NHC(O)NH_2 , -C(O)H , -CF_3 , -OCF_3 , -R^5 , -OR^5 ,
 20 -NHR^5 , -Q , $\text{-S(O)}_m\text{R}^5$, $\text{-NHSO}_2\text{R}^5$, $\text{-R}^6\text{OH}$, $\text{-R}^6\text{OR}^5$, $\text{-R}^6\text{NH}_2$, $\text{-R}^6\text{NHR}^5$, $\text{-R}^6\text{Q}$,

- $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$,
 $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$,
 $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$,
 $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$,
5 $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$,
 $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$,
 $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from $-C(O)-$,
 $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$,
 $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$,
10 $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and
trans $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;
a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1
or 2 heteroatoms which may be the same or different, selected from N, O and S
wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents
15 which may be the same or different selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$,
 $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$,
 $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,
 $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,
 $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,
20 $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,
 $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$,
 $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$,
 $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein
Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$,
25 $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$,
 $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$,
 $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon
atoms;
a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms
30 which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula

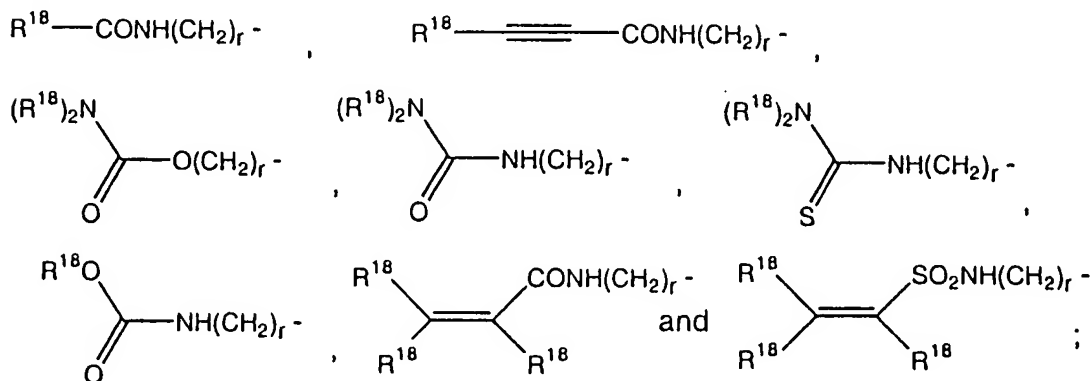


E is -NH-, -NR⁵-, -O-, -S(O)_m-, -C(O)-, -CH₂-, -CHR⁵- or -CR⁵R⁵-;

Q is -NR⁵R⁵ and further provided that when each R⁵ is independently selected from alkyl and alkenyl, R⁵R⁵ may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵,

- OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -R¹¹, -OR¹¹, -NHR¹¹ and -R⁶OC(O)Q;
- R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, -CH₂aryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -S(O)_mR⁵, -NH₂SO₂R⁵, -R¹¹, -OR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶SH, -R⁶S(O)_mR⁵, -OR⁷OH, -OR⁷OR⁵, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q, -G-(C(R⁹))₂_p-R¹², -(C(R⁹))₂₄-R¹²,



G is -NH-, -NR¹⁰-, -O- or -S(O)_m-;

- R³ is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰, -(C(R⁹))₂_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹))₂_qOH, -(C(R⁹))₂_qOR¹⁰, -(C(R⁹))₂_qNHR¹⁰, -(C(R⁹))₂_qJ, -(C(R⁹))₂_qNH₂, -(C(R⁹))₂_rH, -G(C(R⁹))₂_pOR¹⁰, -G(C(R⁹))₂_pR¹², and -G(C(R⁹))₂_pOH; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰, -(C(R⁹))₂_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂,

- CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰,
 -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and
 -G(C(R⁹)₂)_pOH; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4
 substituents which may be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹²,
 5 -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰,
 -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂,
 -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a heteroaryl
 ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2
 heteroatoms which may be the same or different, selected from N, O and S where
 10 the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may
 be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane,
 -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH,
 -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH,
 -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a bicyclic heteroaryl ring
 15 system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same
 or different selected from N, O and S wherein the bicyclic heteroaryl ring system
 may be optionally substituted with 1 to 4 substituents which may be the same or
 different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN,
 -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰,
 20 -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰,
 -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;

- R⁴ is selected from -(C(R⁹)₂)_rH, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 25 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 30 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,

$-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which

- 5 may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms
- 10 which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20
- 15 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
- 20 R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

- 25 R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms

- 30 optionally substituted with 1 to 4 substituents which may be the same or different

- selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -R⁶R¹²,
5 -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂,
10 -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from
-H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN,
15 -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵,
20 -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶R¹², -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein
25 the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶R¹²,
30 -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,

-NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 5 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q;

R⁹ is independently -H, -F or -R⁵;

R¹⁰ is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

10

R¹¹ is a cycloalkyl group of 3 to 10 carbon atoms;

R¹² is -N(O)_n R¹³R¹⁴ or -N⁺(R¹⁰R¹³R¹⁴)J⁻;

provided that when R¹² is N(O)_n R¹³R¹⁴ and n is 1, R¹³ or R¹⁴ are not H;

15

R¹³ and R¹⁴ are independently selected from a group consisting of -H, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qaryl-R¹⁵, -(C(R⁹)₂)_qheteroaryl-R¹⁵, -(C(R⁹)₂)_qheterocyclyl-R¹⁵,
 -(C(R⁹)₂)_pOR¹⁶, -(C(R⁹)₂)_pNR¹⁶R¹⁷, -(C(R⁹)₂)_pS(O)_mR¹⁶, -(C(R⁹)₂)_pCO₂R¹⁶,
 -(C(R⁹)₂)_pC(O)NHR¹⁶ and -(C(R⁹)₂)_pC(O)R¹⁵; further provided that R¹³ and R¹⁴ may

20 optionally be taken together with the nitrogen to which they are attached forming a
 heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either
 nitrogen or carbon by one or more selected from the group, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qarylR¹⁵, -(C(R⁹)₂)_qheteroarylR¹⁵, -(C(R⁹)₂)_qheterocyclylR¹⁵,
 -(C(R⁹)₂)_qCO₂R¹⁶, -(C(R⁹)₂)_qC(O)NHR¹⁶, and -(C(R⁹)₂)_qC(O)R¹⁵; or optionally
 25 substituted on carbon by -F, -(C(R⁷)₂)_qOR¹⁶, -(C(R⁷)₂)_qNR¹⁶R¹⁷, and
 -(C(R⁹)₂)_qS(O)_mR¹⁶; or optionally substituted on nitrogen by -(C(R⁹)₂)_pOR¹⁶,
 -(C(R⁹)₂)_pNR¹⁶R¹⁷, and -(C(R⁹)₂)_pS(O)_mR¹⁶;

R¹⁵ is independently selected from a group consisting of -H, -R⁵, -R¹¹,

30 -(C(R⁹)₂)_qaryl,

$-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$,
 $-(C(R^9)_2)_q\text{NH}_2$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{R}^{10}$, $-(C(R^9)_2)_q\text{S(O)}_m\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_q\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{CONR}^{10}\text{R}^{10}$, $-(C(R^9)_2)_q\text{COR}^{10}$,
 $-(C(R^9)_2)_q\text{CO}_2\text{H}$, and $-(C(R^9)_2)_q\text{CONH}_2$;

5 R^{16} and R^{17} are independently selected from a group consisting of $-\text{H}$, $-\text{R}^5$, $-\text{R}^{11}$,
 $-(C(R^9)_2)_q\text{aryl}$, $-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_p\text{OH}$,
 $-(C(R^9)_2)_p\text{OR}^{10}$, $-(C(R^9)_2)_p\text{NH}_2$, $-(C(R^9)_2)_p\text{NHR}^{10}$, $-(C(R^9)_2)_p\text{NR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_p\text{CONHR}^{10}$, $-(C(R^9)_2)_p\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{COR}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{H}$, and $-(C(R^9)_2)_p\text{CONH}_2$;

10 R^{18} is independently selected from the group consisting of $-\text{H}$, $-\text{aryl}$, $-\text{R}^5$, $-\text{R}^6\text{NH}_2$,
 $-\text{R}^6\text{NHR}^5$ and $-\text{R}^6\text{Q}$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_r\text{H}$,
then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole,

15 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or
alkynyl; or

b. R^3 is not monosubstituted by $-\text{R}^{10}$, $-(C(R^9)_2)_q\text{OH}$, or $-(C(R^9)_2)_q\text{OR}^{10}$
when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole,
1,2,4-triazole, tetrazole or pyridine; and

20 c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene,
furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or
pyridine when R^3 is substituted by $-(C(R^9)_2)_s\text{R}^{12}$ and R^{12} is $-\text{NR}^{13}\text{R}^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,
25 $-\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{J}$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

additionally provided that, when T and Z are carbon, then,

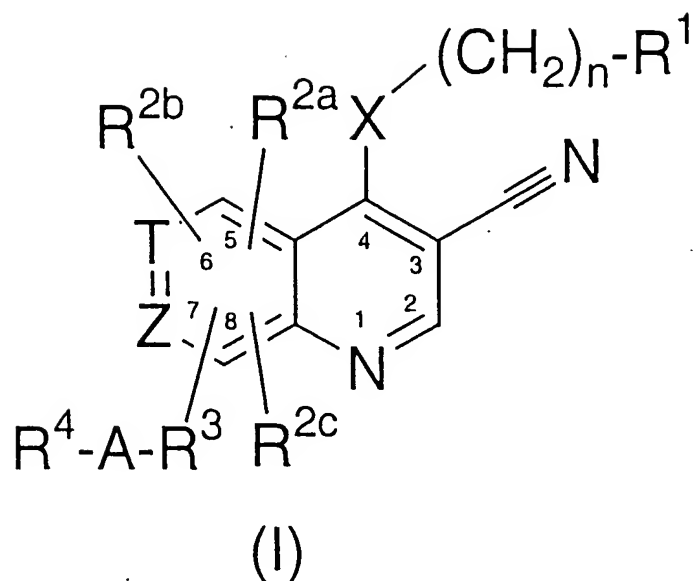
a. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is $-O-$ and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

144. A method of treating, inhibiting or eradicating viral infections in a mammal in need thereof which comprises providing to said mammal an effective amount of a

UL-97 kinase inhibitor of Formula (I), having the structure



wherein:

X is -NH- , $\text{-NR}^5\text{-}$, -O- , or $\text{-S(O)}_m\text{-}$;

5 n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

10 r is an integer of 0 to 5;

J is halogen;

A is $\text{-(C(R}^9\text{)}_2\text{)}_r\text{-}$, -C(O)- , $\text{-C(O)(C(R}^9\text{)}_2\text{)}_r\text{-}$, $\text{-(C(R}^9\text{)}_2\text{)}_r\text{C(O)-}$, -cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

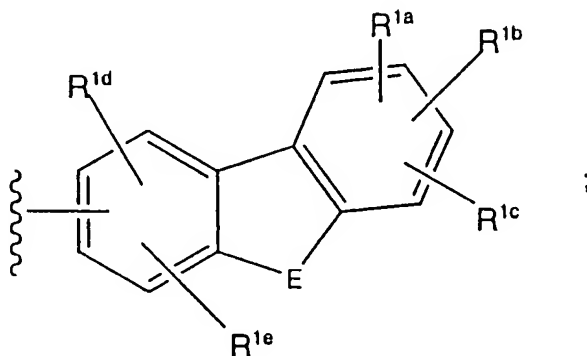
15 R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H , -J , -NO_2 , -NH_2 , -OH , -SH , -CN , -N_3 , -COOH , -CONH_2 , -NHC(O)NH_2 , -C(O)H , -CF_3 , -OCF_3 , -R^5 , -OR^5 ,
 20 -NHR^5 , -Q , $\text{-S(O)}_m\text{R}^5$, $\text{-NHSO}_2\text{R}^5$, $\text{-R}^6\text{OH}$, $\text{-R}^6\text{OR}^5$, $\text{-R}^6\text{NH}_2$, $\text{-R}^6\text{NHR}^5$, $\text{-R}^6\text{Q}$,

- R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵,
 -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q,
 -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵,
 -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵,
 5 -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂,
 -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵,
 -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-,
 -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-,
 -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-,
 10 -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and
trans -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

- a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1
 or 2 heteroatoms which may be the same or different, selected from N, O and S
 wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents
 15 which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH,
 -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵,
 -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH,
 -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,
 -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 20 -R⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -R⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein
 Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-,
 25 -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-,
 -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-,
 -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon
 atoms;

- a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms
 30 which may be the same or different selected from N, O and S wherein the bicyclic

- heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula

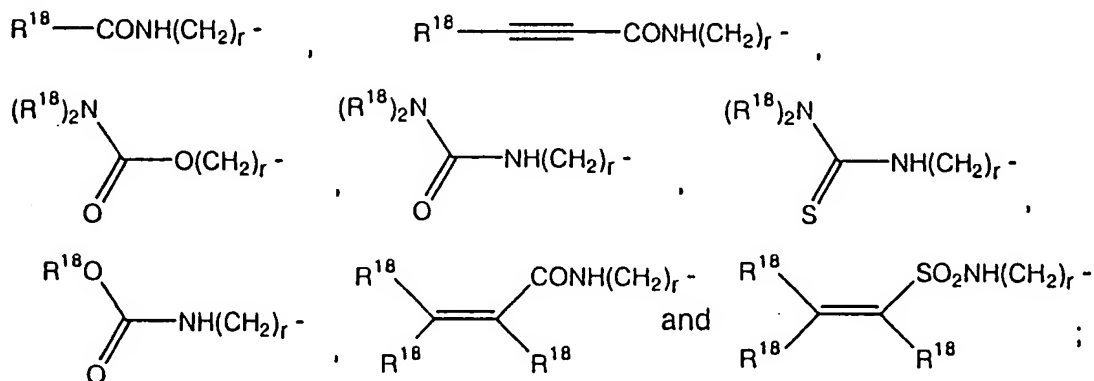


E is -NH-, -NR⁵-, -O-, -S(O)_m-, -C(O)-, -CH₂-, -CHR⁵- or -CR⁵R⁵-;

- Q is -NR⁵R⁵ and further provided that when each R⁵ is independently selected from alkyl and alkenyl, R⁵R⁵ may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵,

- OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵,
 5 -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -R¹¹, -OR¹¹, -NHR¹¹ and -R⁶OC(O)Q;
 R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, -CH₂aryl, -Oaryl,
 10 -S(O)_maryl, -J, -NO₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶SH, -R⁶S(O)_mR⁵, -OR⁷OH, -OR⁷OR⁵, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂,
 15 -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q, -G-(C(R⁹)₂)_p-R¹², -(C(R⁹)₂)_q-R¹²,



G is -NH-, -NR¹⁰-, -O- or -S(O)_m-;

- 20 R³ is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or
 25 more of -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂,

- $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and
 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4
substituents which may be the same or different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$,
5 $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$,
 $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; a heteroaryl
ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2
heteroatoms which may be the same or different, selected from N, O and S where
10 the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may
be the same or different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane,
 $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$,
 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$; a bicyclic heteroaryl ring
15 system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same
or different selected from N, O and S wherein the bicyclic heteroaryl ring system
may be optionally substituted with 1 to 4 substituents which may be the same or
different selected from $-\text{R}^{10}$, $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$,
 $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$, $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$,
20 $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$, $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$,
 $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$;
- R^4 is selected from $-(\text{C}(\text{R}^9)_2)_r\text{H}$, optionally substituted with one or more of $-\text{R}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,
25 $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$,
 $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$;
alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-\text{R}^{10}$,
 $-(\text{C}(\text{R}^9)_2)_s\text{R}^{12}$, $-\text{CHO}$, 1,3-dioxolane, $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,
 $-\text{CONHR}^{10}$, $-\text{COR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{OH}$, $-(\text{C}(\text{R}^9)_2)_q\text{OR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{NHR}^{10}$, $-(\text{C}(\text{R}^9)_2)_q\text{J}$,
30 $-(\text{C}(\text{R}^9)_2)_q\text{NH}_2$, $-(\text{C}(\text{R}^9)_2)_r\text{H}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OR}^{10}$, $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{R}^{12}$, and $-\text{G}(\text{C}(\text{R}^9)_2)_p\text{OH}$;
alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-\text{R}^{10}$,

$-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$,
 $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
 aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which

- 5 may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$,
 $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$,
 $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring
 having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms
 10 which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$,
 $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,
 $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$,
 15 $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from
 $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$,
 20 $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$,
 $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
 R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

- 25 R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms

- 30 optionally substituted with 1 to 4 substituents which may be the same or different

- selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -R⁶R¹²,
5 -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂,
10 -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from
-H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN,
15 -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵,
20 -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶R¹², -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein
25 the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶R¹²,
30 -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,

-NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 5 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q;

R⁹ is independently -H, -F or -R⁵;

R¹⁰ is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

10

R¹¹ is a cycloalkyl group of 3 to 10 carbon atoms;

R¹² is -N(O)_n R¹³R¹⁴ or -N⁺(R¹⁰R¹³R¹⁴)J⁻;

provided that when R¹² is N(O)_n R¹³R¹⁴ and n is 1, R¹³ or R¹⁴ are not H;

15

R¹³ and R¹⁴ are independently selected from a group consisting of -H, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qaryl-R¹⁵, -(C(R⁹)₂)_qheteroaryl-R¹⁵, -(C(R⁹)₂)_qheterocyclyl-R¹⁵,
 -(C(R⁹)₂)_pOR¹⁶, -(C(R⁹)₂)_pNR¹⁶R¹⁷, -(C(R⁹)₂)_pS(O)_mR¹⁶, -(C(R⁹)₂)_pCO₂R¹⁶,
 -(C(R⁹)₂)_pC(O)NHR¹⁶ and -(C(R⁹)₂)_pC(O)R¹⁵; further provided that R¹³ and R¹⁴ may

20

optionally be taken together with the nitrogen to which they are attached forming a
 heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either
 nitrogen or carbon by one or more selected from the group, -R⁵, -R¹¹,

-(C(R⁹)₂)_qarylR¹⁵, -(C(R⁹)₂)_qheteroarylR¹⁵,
 -(C(R⁹)₂)_qheterocyclylR¹⁵, -(C(R⁹)₂)_qCO₂R¹⁶, -(C(R⁹)₂)_qC(O)NHR¹⁶, and

25

-(C(R⁹)₂)_qC(O)R¹⁵; or optionally substituted on carbon by -F, -(C(R⁷)₂)_qOR¹⁶,
 -(C(R⁷)₂)_qNR¹⁶R¹⁷, and -(C(R⁹)₂)_qS(O)_mR¹⁶; or optionally substituted on nitrogen by
 -(C(R⁹)₂)_pOR¹⁶, -(C(R⁹)₂)_pNR¹⁶R¹⁷, and -(C(R⁹)₂)_pS(O)_mR¹⁶;

R¹⁵ is independently selected from a group consisting of -H, -R⁵, -R¹¹,

30

-(C(R⁹)₂)_qaryl,

$-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$,
 $-(C(R^9)_2)_q\text{NH}_2$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_q\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{COR}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{H}$, and $-(C(R^9)_2)_q\text{CONH}_2$;

- 5 R^{16} and R^{17} are independently selected from a group consisting of $-\text{H}$, $-\text{R}^5$, $-\text{R}^{11}$,
 $-(C(R^9)_2)_q\text{aryl}$, $-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_p\text{OH}$,
 $-(C(R^9)_2)_p\text{OR}^{10}$, $-(C(R^9)_2)_p\text{NH}_2$, $-(C(R^9)_2)_p\text{NHR}^{10}$, $-(C(R^9)_2)_p\text{NR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_p\text{CONHR}^{10}$, $-(C(R^9)_2)_p\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{COR}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{H}$, and $-(C(R^9)_2)_p\text{CONH}_2$;

- 10 R^{18} is independently selected from the group consisting of $-\text{H}$, $-\text{aryl}$, $-\text{R}^5$, $-\text{R}^6\text{NH}_2$,
 $-\text{R}^6\text{NHR}^5$ and $-\text{R}^6\text{Q}$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_r\text{H}$,
then,

- a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole,

- 15 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or
alkynyl; or

- b. R^3 is not monosubstituted by $-\text{R}^{10}$, $-(C(R^9)_2)_q\text{OH}$, or $-(C(R^9)_2)_q\text{OR}^{10}$
when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole,
1,2,4-triazole, tetrazole or pyridine; and

- 20 c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene,
furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or
pyridine when R^3 is substituted by $-(C(R^9)_2)_s\text{R}^{12}$ and R^{12} is $-\text{NR}^{13}\text{R}^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

- a. R^4 is not substituted by $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,
25 $-\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{J}$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

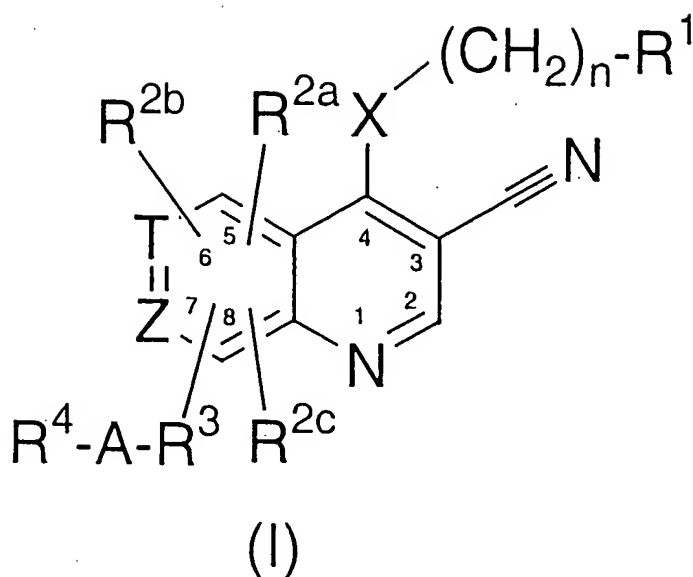
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is $-O-$ and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

145. A method of treating or inhibiting the progression of osteoporosis in a mammal in need thereof which comprises providing to said mammal an effective amount of a Src kinase inhibitor of Formula (I), having the structure



wherein:

X is -NH-, -NR⁵-, -O-, or -S(O)_m-;

5 n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

10 r is an integer of 0 to 5;

J is halogen;

A is -(C(R⁹)₂)_r-, -C(O)-, -C(O)(C(R⁹)₂)_r-, -(C(R⁹)₂)_r C(O)-, -cycloalkyl- or is absent;

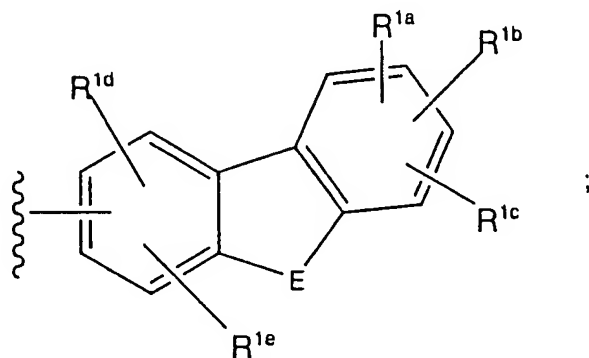
T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

15 R¹ is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵,
20 -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q,

- $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$,
 $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$,
 $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$,
 $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$,
5 $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$,
 $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$,
 $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from $-C(O)-$,
 $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$, $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$,
 $-O(C(R^9)_2)_q$, $-S(O)_m(C(R^9)_2)_q$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$,
10 $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and
trans $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;
a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1
or 2 heteroatoms which may be the same or different, selected from N, O and S
wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents
15 which may be the same or different selected from $-H$, $-J$, $-NO_2$, $-NH_2$, $-OH$, $-SH$,
 $-CN$, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$,
 $-NHR^5$, $-Q$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,
 $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$,
 $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$,
20 $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$,
 $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$,
 $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$,
 $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein
Y is independently selected from $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-C(O)NH-$, $-NHC(O)-$,
25 $-NHSO_2-$, $-SO_2NH-$, $-C(OH)H-$, $-O(C(R^9)_2)_q$, $-S(O)_m(C(R^9)_2)_q$, $-NH(C(R^9)_2)_q$,
 $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$,
 $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon
atoms;

- a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms
30 which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q and YR⁸ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, -NHSO₂-, -SO₂NH-, -C(OH)H-, -O(C(R⁹)₂)_q-, -S(O)_m(C(R⁹)₂)_q-, -NH(C(R⁹)₂)_q-, -NR¹⁰(C(R⁹)₂)_q-, -(C(R⁹)₂)_q-, -(C(R⁹)₂)_qO-, -(C(R⁹)₂)_qS(O)_m-, -(C(R⁹)₂)_qNH-, -(C(R⁹)₂)_qNR¹⁰-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula

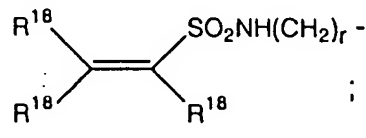
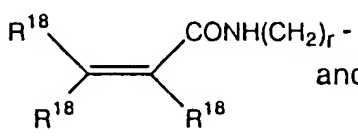
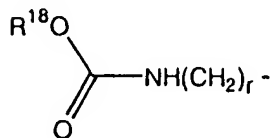
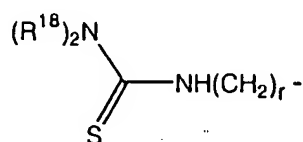
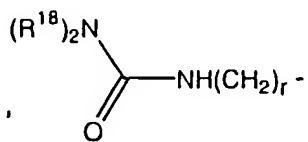
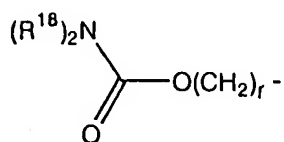
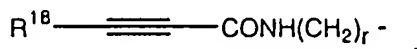


E is -NH-, -NR⁵-, -O-, -S(O)_m-, -C(O)-, -CH₂-, -CHR⁵- or -CR⁵R⁵-;

Q is -NR⁵R⁵ and further provided that when each R⁵ is independently selected from alkyl and alkenyl, R⁵R⁵ may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵,

- OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NH₂SO₂R⁵, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -R¹¹, -OR¹¹, -NHR¹¹ and -R⁶OC(O)Q;
- R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, -CH₂aryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -S(O)_mR⁵, -NH₂SO₂R⁵, -R¹¹, -OR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶SH, -R⁶S(O)_mR⁵, -OR⁷OH, -OR⁷OR⁵, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵, -R⁶OC(O)Q, -G-(C(R⁹)₂)_p-R¹², -(C(R⁹)₂)_q-R¹²,



G is -NH-, -NR¹⁰-, -O- or -S(O)_m-;

- R³ is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂,

- CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰,
 -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and
 -G(C(R⁹)₂)_pOH; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4
 substituents which may be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹²,
 5 -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰,
 -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂,
 -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a heteroaryl
 ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2
 heteroatoms which may be the same or different, selected from N, O and S where
 10 the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may
 be the same or different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane,
 -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH,
 -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH,
 -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH; a bicyclic heteroaryl ring
 15 system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same
 or different selected from N, O and S wherein the bicyclic heteroaryl ring system
 may be optionally substituted with 1 to 4 substituents which may be the same or
 different selected from -R¹⁰, -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN,
 -CO₂H, -CONH₂, -CO₂R¹⁰, -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰,
 20 -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ, -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰,
 -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;

- R⁴ is selected from -(C(R⁹)₂)_rH, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 25 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,
 -(C(R⁹)₂)_sR¹², -CHO, 1,3-dioxolane, -NO₂, -CN, -CO₂H, -CONH₂, -CO₂R¹⁰,
 -CONHR¹⁰, -COR¹⁰, -(C(R⁹)₂)_qOH, -(C(R⁹)₂)_qOR¹⁰, -(C(R⁹)₂)_qNHR¹⁰, -(C(R⁹)₂)_qJ,
 30 -(C(R⁹)₂)_qNH₂, -(C(R⁹)₂)_rH, -G(C(R⁹)₂)_pOR¹⁰, -G(C(R⁹)₂)_pR¹², and -G(C(R⁹)₂)_pOH;
 alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R¹⁰,

$-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which

- 5 may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms
- 10 which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20
- 15 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, $-CHO$, 1,3-dioxolane, $-NO_2$, $-CN$, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;
- 20 R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

- 25 R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms

- 30 optionally substituted with 1 to 4 substituents which may be the same or different

- selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -R⁶R¹², -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂, -NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH, -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵, -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H, -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶R¹², -R⁶C(O)NHR⁵, -R⁶C(O)Q, -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -aryl, -CH₂aryl, -NHaryl, -Oaryl, -S(O)_maryl, -J, -NO₂, -NH₂, -OH, -SH, -CN, -N₃, -COOH, -CONH₂, -NHC(O)NH₂, -C(O)H, -CF₃, -OCF₃, -R⁵, -OR⁵, -NHR⁵, -Q, -S(O)_mR⁵, -NHSO₂R⁵, -R¹¹, -OR¹¹, -NHR¹¹, -R⁶OH, -R⁶OR⁵, -R⁶NH₂, -R⁶NHR⁵, -R⁶Q, -R⁶SH, -R⁶R¹², -R⁶S(O)_mR⁵, -NHR⁷OH, -NHR⁷OR⁵, -N(R⁵)R⁷OH, -N(R⁵)R⁷OR⁵, -NHR⁷NH₂,

-NHR⁷NHR⁵, -NHR⁷Q, -N(R⁵)R⁷NH₂, -N(R⁵)R⁷NHR⁵, -N(R⁵)R⁷Q, -OR⁷OH,
 -OR⁷OR⁵, -OR⁷NH₂, -OR⁷NHR⁵, -OR⁷Q, -OC(O)R⁵, -NHC(O)R⁵, -NHC(O)NHR⁵,
 -OR⁶C(O)R⁵, -NHR⁶C(O)R⁵, -C(O)R⁵, -C(O)OR⁵, -C(O)NHR⁵, -C(O)Q, -R⁶C(O)H,
 -R⁶C(O)R⁵, -R⁶C(O)OH, -R⁶C(O)OR⁵, -R⁶C(O)NH₂, -R⁶C(O)NHR⁵, -R⁶C(O)Q,
 5 -R⁶OC(O)R⁵, -R⁶OC(O)NH₂, -R⁶OC(O)NHR⁵ and -R⁶OC(O)Q;

R⁹ is independently -H, -F or -R⁵;

R¹⁰ is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

10

R¹¹ is a cycloalkyl group of 3 to 10 carbon atoms;

R¹² is -N(O)_n R¹³R¹⁴ or -N⁺(R¹⁰R¹³R¹⁴)J⁻;

provided that when R¹² is N(O)_n R¹³R¹⁴ and n is 1, R¹³ or R¹⁴ are not H;

15

R¹³ and R¹⁴ are independently selected from a group consisting of -H, -R⁵, -R¹¹,
 -(C(R⁹)₂)_qaryl-R¹⁵, -(C(R⁹)₂)_qheteroaryl-R¹⁵, -(C(R⁹)₂)_qheterocyclyl-R¹⁵,
 -(C(R⁹)₂)_pOR¹⁶, -(C(R⁹)₂)_pNR¹⁶R¹⁷, -(C(R⁹)₂)_pS(O)_mR¹⁶, -(C(R⁹)₂)_pCO₂R¹⁶,
 -(C(R⁹)₂)_pC(O)NHR¹⁶ and -(C(R⁹)₂)_pC(O)R¹⁵; further provided that R¹³ and R¹⁴ may

20 optionally be taken together with the nitrogen to which they are attached forming a

heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either

nitrogen or carbon by one or more selected from the group, -R⁵, -R¹¹,

-(C(R⁹)₂)_qarylR¹⁵, -(C(R⁹)₂)_qheteroarylR¹⁵, -(C(R⁹)₂)_qheterocyclylR¹⁵,

-(C(R⁹)₂)_qCO₂R¹⁶, -(C(R⁹)₂)_qC(O)NHR¹⁶, and -(C(R⁹)₂)_qC(O)R¹⁵; or optionally

25 substituted on carbon by -F, -(C(R⁷)₂)_qOR¹⁶, -(C(R⁷)₂)_qNR¹⁶R¹⁷, and

-(C(R⁹)₂)_qS(O)_mR¹⁶; or optionally substituted on nitrogen by -(C(R⁹)₂)_pOR¹⁶,

-(C(R⁹)₂)_pNR¹⁶R¹⁷, and -(C(R⁹)₂)_pS(O)_mR¹⁶;

R¹⁵ is independently selected from a group consisting of -H, -R⁵, -R¹¹,

30 -(C(R⁹)₂)_qaryl,

$-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$,
 $-(C(R^9)_2)_q\text{NH}_2$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_q\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_q\text{COR}^{10}$, $-(C(R^9)_2)_q\text{CO}_2\text{H}$, and $-(C(R^9)_2)_q\text{CONH}_2$;

5 R^{16} and R^{17} are independently selected from a group consisting of $-\text{H}$, $-\text{R}^5$, $-\text{R}^{11}$,
 $-(C(R^9)_2)_q\text{aryl}$, $-(C(R^9)_2)_q\text{heteroaryl}$, $-(C(R^9)_2)_q\text{heterocyclyl}$, $-(C(R^9)_2)_p\text{OH}$,
 $-(C(R^9)_2)_p\text{OR}^{10}$, $-(C(R^9)_2)_p\text{NH}_2$, $-(C(R^9)_2)_p\text{NHR}^{10}$, $-(C(R^9)_2)_p\text{NR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{S(O)}_m\text{R}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{R}^{10}$, $-(C(R^9)_2)_p\text{CONHR}^{10}$, $-(C(R^9)_2)_p\text{CONR}^{10}\text{R}^{10}$,
 $-(C(R^9)_2)_p\text{COR}^{10}$, $-(C(R^9)_2)_p\text{CO}_2\text{H}$, and $-(C(R^9)_2)_p\text{CONH}_2$;

10 R^{18} is independently selected from the group consisting of $-\text{H}$, $-\text{aryl}$, $-\text{R}^5$, $-\text{R}^6\text{NH}_2$,
 $-\text{R}^6\text{NHR}^5$ and $-\text{R}^6\text{Q}$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_r\text{H}$,
 then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole,

15 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or
 alkynyl; or

b. R^3 is not monosubstituted by $-\text{R}^{10}$, $-(C(R^9)_2)_q\text{OH}$, or $-(C(R^9)_2)_q\text{OR}^{10}$
 when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole,
 1,2,4-triazole, tetrazole or pyridine; and

20 c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene,
 furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or
 pyridine when R^3 is substituted by $-(C(R^9)_2)_s\text{R}^{12}$ and R^{12} is $-\text{NR}^{13}\text{R}^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-\text{NO}_2$, $-\text{CN}$, $-\text{CO}_2\text{H}$, $-\text{CONH}_2$, $-\text{CO}_2\text{R}^{10}$,

25 $-\text{CONHR}^{10}$, $-(C(R^9)_2)_q\text{OH}$, $-(C(R^9)_2)_q\text{OR}^{10}$, $-(C(R^9)_2)_q\text{NHR}^{10}$, $-(C(R^9)_2)_q\text{J}$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by $-OH$, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is $-O-$ and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.